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THE COUNTRY CODE AND NUMBER OF YOUR PRIORITY
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PROVISIONAL APPLICATION FOR PATENT COVER SHEET

This is a request for filing a PROVISIONAL APPLICATION FOR PATENT under 37 CFR 1.53 (c).

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INVENTOR(S)		
Given Name (first and middle [if any])	Family Name or Surname	Residence (City and either State or Foreign Country)
Lihu Alexander Sander G.	Yang Pasternak Mills	Edison, NJ 08820 USA Princeton, NJ 08540 USA Scotch Plains, NJ 07076 USA

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Additional inventors are being named on the separately numbered sheets attached hereto

TITLE OF THE INVENTION (500 characters max)

AMINO HETEROCYCLIC MODULATORS OF CHEMOKINE RECEPTOR ACTIVITY

CORRESPONDENCE ADDRESS

Direct all Correspondence to: Merck & Co., Inc.
 Patent Department - RY60-30 Customer Number 000210
 P.O. Box 2000
 Rahway

STATE	New Jersey	ZIP CODE	07065	COUNTRY	U.S.A.
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ENCLOSED APPLICATION PARTS (check all that apply)

<input checked="" type="checkbox"/> Specification	Number of Pages	83	<input type="checkbox"/> CD(s), Number	
<input type="checkbox"/> Drawing(s)	Number of Sheets		<input type="checkbox"/> Other (specify)	
<input type="checkbox"/> Application Data Sheet. See 37 CFR 1.76				

METHOD OF PAYMENT OF FILING FEES FOR THIS PROVISIONAL APPLICATION FOR PATENT (check one)

<input type="checkbox"/> A check or money order is enclosed to cover the filing fees	FILING FEE AMOUNT (\$)	\$160.00
<input checked="" type="checkbox"/> The Director is hereby authorized to charge filing fees or credit any overpayment to Deposit Account Number: 13-2755		

The invention was made by an agency of the United States Government or under a contract with an agency of the United States Government.

No.

Yes, the name of the U.S. Government agency and the Government contract number are: _____

Respectfully submitted,

SIGNATURE 

TYPED or PRINTED NAME David Rubin
 TELEPHONE 732 594 2675

Date 02/12/2004
 REGISTRATION NO. 40,314
(if appropriate)

NOTE: Mail to Mail Stop Provisional Application

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TITLE OF THE INVENTION

AMINO HETEROCYCLIC MODULATORS OF CHEMOKINE RECEPTOR ACTIVITY

BACKGROUND OF THE INVENTION

5 The chemokines are a family of small (70-120 amino acids), proinflammatory cytokines, with potent chemotactic activities. Chemokines are chemotactic cytokines that are released by a wide variety of cells to attract various cells, such as monocytes, macrophages, T cells, eosinophils, basophils and neutrophils to sites of inflammation (reviewed in Schall, Cytokine, 3, 165-183 (1991) and Murphy, Rev. Immun., 12, 593-633 (1994)). These molecules
10 were originally defined by four conserved cysteines and divided into two subfamilies based on the arrangement of the first cysteine pair. In the CXC-chemokine family, which includes IL-8, GRO α , NAP-2 and IP-10, these two cysteines are separated by a single amino acid, while in the CC-chemokine family, which includes RANTES, MCP-1, MCP-2, MCP-3, MIP-1 α , MIP-1 β and eotaxin, these two residues are adjacent.

15 The α -chemokines, such as interleukin-8 (IL-8), neutrophil-activating protein-2 (NAP-2) and melanoma growth stimulatory activity protein (MGSA) are chemotactic primarily for neutrophils, whereas β -chemokines, such as RANTES, MIP-1 α , MIP-1 β , monocyte chemotactic protein-1 (MCP-1), MCP-2, MCP-3 and eotaxin are chemotactic for macrophages, monocytes, T-cells, eosinophils and basophils (Deng, et al., Nature, 381, 661-666 (1996)).

20 The chemokines are secreted by a wide variety of cell types and bind to specific G-protein coupled receptors (GPCRs) (reviewed in Horuk, Trends Pharm. Sci., 15, 159-165 (1994)) present on leukocytes and other cells. These chemokine receptors form a sub-family of GPCRs, which, at present, consists of fifteen characterized members and a number of orphans. Unlike receptors for promiscuous chemoattractants such as C5a, fMLP, PAF, and LTB4,
25 chemokine receptors are more selectively expressed on subsets of leukocytes. Thus, generation of specific chemokines provides a mechanism for recruitment of particular leukocyte subsets.

 On binding their cognate ligands, chemokine receptors transduce an intracellular signal through the associated trimeric G protein, resulting in a rapid increase in intracellular calcium concentration. There are at least seven human chemokine receptors that bind or respond
30 to β -chemokines with the following characteristic pattern: CCR-1 (or "CKR-1" or "CC-CKR-1") [MIP-1 α , MIP-1 β , MCP-3, RANTES] (Ben-Barruch, et al., J. Biol. Chem., 270, 22123-

22128 (1995); Beote, et al, Cell, 72, 415-425 (1993)); CCR-2A and CCR-2B (or “CKR-2A”/“CKR-2A” or “CC-CKR-2A”/“CC-CKR-2A”) [MCP-1, MCP-2, MCP-3, MCP-4]; CCR-3 (or “CKR-3” or “CC-CKR-3”) [Eotaxin, Eotaxin 2, RANTES, MCP-2, MCP-3] (Rollins, et al., Blood, 90, 908-928 (1997)); CCR-4 (or “CKR-4” or “CC-CKR-4”) [MIP-1 α , RANTES, MCP-1] (Rollins, et al., Blood, 90, 908-928 (1997)); CCR-5 (or “CKR-5” or “CC-CKR-5”) [MIP-1 α , RANTES, MIP-1 β] (Sanson, et al., Biochemistry, 35, 3362-3367 (1996)); and the Duffy blood-group antigen [RANTES, MCP-1] (Chaudhun, et al., J. Biol. Chem., 269, 7835-7838 (1994)).
5 The β -chemokines include eotaxin, MIP (“macrophage inflammatory protein”), MCP (“monocyte chemoattractant protein”) and RANTES (“regulation-upon-activation, normal T
10 expressed and secreted”) among other chemokines.

Chemokine receptors, such as CCR-1, CCR-2, CCR-2A, CCR-2B, CCR-3, CCR-4, CCR-5, CXCR-3, CXCR-4, have been implicated as being important mediators of inflammatory and immunoregulatory disorders and diseases, including asthma, rhinitis and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and
15 atherosclerosis. Humans who are homozygous for the 32-basepair deletion in the CCR-5 gene appear to have less susceptibility to rheumatoid arthritis (Gomez, et al., Arthritis & Rheumatism, 42, 989-992 (1999)). A review of the role of eosinophils in allergic inflammation is provided by Kita, H., et al., J. Exp. Med. 183, 2421-2426 (1996). A general review of the role of chemokines in allergic inflammation is provided by Lustger, A.D., New England J. Med., 338(7), 426-445
20 (1998).

A subset of chemokines are potent chemoattractants for monocytes and macrophages. The best characterized of these is MCP-1 (monocyte chemoattractant protein-1), whose primary receptor is CCR2. MCP-1 is produced in a variety of cell types in response to inflammatory stimuli in various species, including rodents and humans, and stimulates
25 chemotaxis in monocytes and a subset of lymphocytes. In particular, MCP-1 production correlates with monocyte and macrophage infiltration at inflammatory sites. Deletion of either MCP-1 or CCR2 by homologous recombination in mice results in marked attenuation of monocyte recruitment in response to thioglycollate injection and *Listeria monocytogenes* infection (Lu et al., J. Exp. Med., 187, 601-608 (1998); Kurihara et al. J. Exp. Med., 186, 1757-
30 1762 (1997); Boring et al. J. Clin. Invest., 100, 2552-2561 (1997); Kuziel et al. Proc. Natl. Acad. Sci., 94, 12053-12058 (1997)). Furthermore, these animals show reduced monocyte infiltration

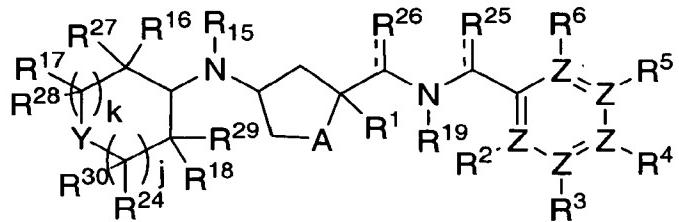
into granulomatous lesions induced by the injection of schistosomal or mycobacterial antigens (Boring et al. J. Clin. Invest., 100, 2552-2561 (1997); Warmington et al. Am J. Path., 154, 1407-1416 (1999)). These data suggest that MCP-1-induced CCR2 activation plays a major role in monocyte recruitment to inflammatory sites, and that antagonism of this activity will produce a 5 sufficient suppression of the immune response to produce therapeutic benefits in immunoinflammatory and autoimmune diseases.

Accordingly, agents which modulate chemokine receptors such as the CCR-2 receptor would be useful in such disorders and diseases.

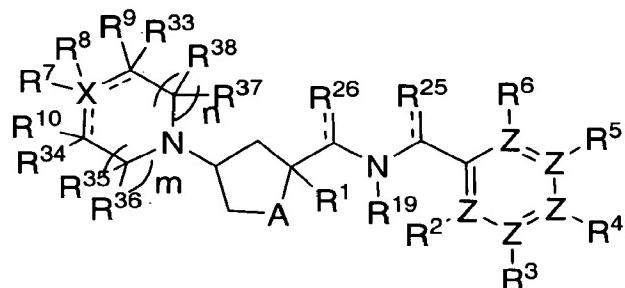
In addition, the recruitment of monocytes to inflammatory lesions in the vascular 10 wall is a major component of the pathogenesis of atherogenic plaque formation. MCP-1 is produced and secreted by endothelial cells and intimal smooth muscle cells after injury to the vascular wall in hypercholesterolemic conditions. Monocytes recruited to the site of injury infiltrate the vascular wall and differentiate to foam cells in response to the released MCP-1. Several groups have now demonstrated that aortic lesion size, macrophage content and necrosis 15 are attenuated in MCP-1 -/- or CCR2 -/- mice backcrossed to APO-E -/-, LDL-R -/- or Apo B transgenic mice maintained on high fat diets (Boring et al. Nature, 394, 894-897 (1998); Gosling et al. J. Clin. Invest., 103, 773-778 (1999)). Thus, CCR2 antagonists may inhibit atherosclerotic lesion formation and pathological progression by impairing monocyte recruitment and differentiation in the arterial wall.

SUMMARY OF THE INVENTION

The present invention is further directed to compounds of Formula I and Formula II:



5

I

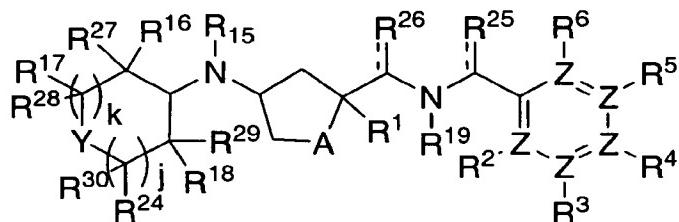
10

II

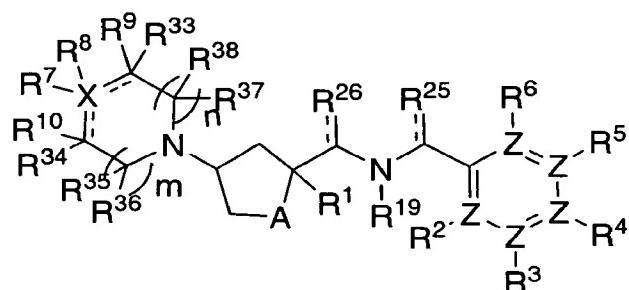
(wherein n, R1, R2, R3, R4, R5, R6, R7, R8, R9, R10, R15, R16, R17, R18, R19, R24, R25, R26, R27, R28, R29, R30, R33, R34, R35, R36, R37, R38, A, j, k, m, n, X, Y and Z are as defined herein) which are modulators of chemokine receptor activity and are useful in the prevention or treatment of certain inflammatory and immunoregulatory disorders and diseases, allergic diseases, atopic conditions including allergic rhinitis, dermatitis, conjunctivitis, and asthma, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis. The invention is also directed to pharmaceutical compositions comprising these compounds and the use of these compounds and compositions in the prevention or treatment of such diseases in which chemokine receptors are involved.

DETAILED DESCRIPTION OF THE INVENTION

The present invention is directed to compounds of Formula I and Formula II:



5

I

10

II

15 wherein:

A is selected from: -O-, -N(R²⁰)-, -S-, -SO-, -SO₂-, -N(SO₂R¹⁴)-, and -N(COR¹³)-;

X is selected from O, N, S, SO₂ and C;

20

Y is selected from: -O-, -N(R²⁰)-, -S-, -SO-, -SO₂-, -C(R²¹)(R²²)-, -N(SO₂R¹⁴)-, -N(COR¹³)-, -C(R²¹)(COR¹¹)-, -C(R²¹)(OCOR¹⁴)- and -CO-;

Z is C or N, where no more than three Z are N.

R¹ is selected from: hydrogen, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -S-C₁₋₆alkyl, -SO-C₁₋₆alkyl, -SO₂₋C₁₋₆alkyl, -SO₂NR¹²R¹², -NR¹²-SO₂-NR¹²R¹², -(C₀₋₆alkyl)-(C₃₋₇cycloalkyl)-(C₀₋₆alkyl), -CN, -NR¹²R¹², -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -COR¹¹, -CONR¹²R¹², -NR¹²CONR¹²R¹², -O-CO-C₁₋₆alkyl, -O-CO₂-C₁₋₆alkyl, hydroxy, heterocycle and phenyl;

where said alkyl and cycloalkyl are unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -CONR¹²R¹², -NR¹²CONR¹²R¹², -COR¹¹, -SO₂R¹⁴, -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -heterocycle, =O, -CN, phenyl, -SO₂NR¹²R¹², -NR¹²-SO₂-NR¹²R¹², -S-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -SO-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -SO₂-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro and -O-COR¹³,

where said phenyl and heterocycle are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, -COR¹¹, C₁₋₃alkyl unsubstituted substituted with 1-6 fluoro, and C₁₋₃alkoxy unsubstituted or substituted with 1-6 fluoro;

R² is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R² is C, or R² is absent or is O when the Z bonded to R² is N;

R³ is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R³ is C, or R³ is absent or is O when the Z bonded to R³ is N;

R^4 is selected from: hydrogen, C₁-3alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁-3alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R^4 is C, or R^4 is absent or is O when the Z bonded to R^4 is N;

- 5 R^5 is selected from: C₁-6alkyl unsubstituted or substituted with one or more substituents selected from 1-6 fluoro and hydroxyl, -O-C₁-6alkyl unsubstituted or substituted with 1-6 fluoro, -CO-C₁-6alkyl unsubstituted or substituted with 1-6 fluoro, -S-C₁-6alkyl unsubstituted or substituted with 1-6 fluoro, -pyridyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁-4alkyl and COR¹¹, fluoro, chloro, bromo, -C₄-6cycloalkyl, -O-C₄-6cycloalkyl, phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁-4alkyl and COR¹¹, -O-phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁-4alkyl and COR¹¹, -C₃-6cycloalkyl unsubstituted or substituted with 1-6 fluoro, -O-C₃-6cycloalkyl unsubstituted or substituted with 1-6 fluoro, -heterocycle, -CN and -COR¹¹, when the Z bonded to R^5 is C, or R^5 is absent or is O when the Z bonded to R^5 is N;
- 10 15

R^6 is selected from: hydrogen, C₁-3alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁-3alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R^6 is C, or R^6 is absent or is O when the Z bonded to R^6 is N;

- 20 R^7 is selected from: hydrogen, (C₀-6alkyl)-phenyl, (C₀-6alkyl)-heterocycle, (C₀-6alkyl)-C₃-7cycloalkyl, (C₀-6alkyl)-COR¹¹, (C₀-6alkyl)-(alkene)-COR¹¹, (C₀-6alkyl)-SO₃H, (C₀-6alkyl)-W-C₀-4alkyl, (C₀-6alkyl)-CONR¹²-phenyl and (C₀-6alkyl)-CONR²³-V-COR¹¹, when X is C or N, or R^7 is absent when X is O, S, or SO₂,
- 25

where W is selected from: a single bond, -O-, -S-, -SO-, -SO₂-, -CO-, -CO₂-, CONR¹²- and -NR¹²-,

where V is selected from C₁₋₆alkyl and phenyl,

where said C₀₋₆alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, hydroxy, -C₀₋₆alkyl, -O-C₁₋₃alkyl, trifluoromethyl and -C₀₋₂alkyl-phenyl,

5

where said phenyl, heterocycle, cycloalkyl or C₀₋₄alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C₁₋₃alkyl, -O-C₁₋₃alkyl, -C₀₋₃-COR¹¹, -CN, -NR¹²R¹², -CONR¹²R¹² and -C₀₋₃-

10 heterocycle, or said phenyl or said heterocycle is fused to a second heterocycle, said second heterocycle being unsubstituted or substituted with 1-2 substituents independently selected from hydroxy, halo, -COR¹¹, and -C₁₋₃alkyl,

15 where said alkene is unsubstituted or substituted with 1-3 substituents independently selected from halo, trifluoromethyl, C₁₋₃alkyl, phenyl and heterocycle;

R⁸ is selected from: hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, -COR¹¹, -CONR¹²R¹² and -CN, when X is C, or R⁸ is absent when X is O, S, SO₂ or N or when a double bond joins the carbons to which R⁷ and R¹⁰ are attached;

20

or, R⁷ and R⁸ join to form a ring selected from: 1H-indene, 2,3-dihydro-1H-indene, 2,3-dihydro-benzofuran, 1,3-dihydro-isobenzofuran, 2,3-dihydro-benzothifuran, 1,3-dihydro-isobenzothifuran, 6H-cyclopenta[d]isoxazol-3-ol, cyclopentane and cyclohexane, where said ring is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C₁₋₃alkyl, -O-C₁₋₃alkyl, -C₀₋₃-COR¹¹, -CN, -NR¹²R¹², -CONR¹²R¹² and -C₀₋₃-heterocycle;

25

R^9 and R^{10} are independently selected from: hydrogen, hydroxy, C₁-6alkyl, C₁-6alkyl-COR¹¹, C₁-6alkyl-hydroxy, -O-C₁-3alkyl, =O (when R^9 or R^{10} is connected to the ring via a double bond) and halo;

- 5 or, R^7 and R^9 , or R^8 and R^{10} , join to form a ring which is phenyl or heterocycle, wherein said ring is unsubstituted or substituted with 1-7 substituents independently selected from: halo, trifluoromethyl, hydroxy, C₁-3alkyl, -O-C₁-3alkyl, -COR¹¹, -CN, -NR¹²R¹² and -CONR¹²R¹²;
- 10 R¹¹ is independently selected from: hydroxy, hydrogen, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;
- 15 R¹² is selected from: hydrogen, C₁-6 alkyl, benzyl, phenyl, and C₃-6 cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;
- 20 or, separate R¹² groups residing on the same or adjacent atoms together are C₁-7alkyl to form a ring, said C₁-7alkyl being unsubstituted or substituted with with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;
- 25 R¹³ is selected from: hydrogen, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl and trifluoromethyl;

R^{14} is selected from: hydroxy, C₁₋₆ alkyl, -O-C₁₋₆alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

5 R^{15} is selected from: hydrogen and C₁₋₆alkyl, which is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, -CO₂H, -CO₂C₁₋₆alkyl, and -O-C₁₋₃alkyl;

10 R^{16} is selected from: hydrogen, C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from: fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹, fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, C₃₋₆ cycloalkyl, -O-C₃₋₆cycloalkyl, hydroxy, -COR¹¹ and -OCOR¹³;

15 or, R^{15} and R^{16} join to form a 5-7 membered ring where R^{15} and R^{16} together are C₂₋₄alkyl or C₀₋₂alkyl-O-C₁₋₃alkyl;

20 R^{17} is selected from: hydrogen, C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹, COR¹¹, hydroxy, and -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxy, and -COR¹¹, or R^{17} is absent when R²⁸ is O joined to a ring carbon via a double bond;

or, R^{16} and R^{17} join to form a 3-6 membered ring, where R^{16} and R^{17} together are C₁₋₄alkyl or C₀₋₃alkyl-O-C₀₋₃alkyl;

25 or, R^{24} and R^{17} join to form a 3-6 membered ring, where R^{24} and R^{17} together are C₁₋₄alkyl or C₀₋₃alkyl-O-C₀₋₃alkyl;

R^{18} is selected from: hydrogen, C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, fluoro, -O-C₃₋₆cycloalkyl and -O-C₁₋₃alkyl unsubstituted or substituted with 1-6 fluoro;

or, R^{16} and R^{18} join to form a 5-6 membered ring where R^{16} and R^{18} together are C₂₋₃alkyl,
5 where said alkyl is unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxy, -COR¹¹, C₁₋₃alkyl, and C₁₋₃alkoxy;

or, R^{16} and R^{18} join to form a 6-8 membered ring, where R^{16} and R^{18} together are C₁₋₂alkyl-O-C₁₋₂alkyl, where said alkyl is unsubstituted or substituted with 1-3 substituents independently
10 selected from halo, hydroxy, -COR¹¹, C₁₋₃alkyl and C₁₋₃alkoxy;

or, R^{16} and R^{18} join to form a 6-7 membered ring, where R^{16} and R^{18} together are -O-C₁₋₂alkyl-O-, where said alkyl is unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxy, -COR¹¹, C₁₋₃alkyl and C₁₋₃alkoxy;

15 R^{19} is selected from: hydrogen, phenyl and C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁₋₃alkyl;

or, R^2 and R^{19} join to form a heterocycle ring, where R^2 and R^{19} together are selected from (with
20 the left side of the linker being bonded to the amide nitrogen at R^{19}): -CH₂(CR³¹R³¹)₁₋₃-, -CH₂-NR³²-, -NR²⁰-CR³¹R³¹-, -CH₂O-, -CH₂SO₂-, -CH₂SO-, -CH₂S- and -CR³¹R³¹-;

25 R^{20} is selected from: hydrogen, C₁₋₆ alkyl, benzyl, phenyl, C₃₋₆ cycloalkyl where the alkyl, phenyl, benzyl, and cycloalkyl groups can be unsubstituted or substituted with 1-6 substituents where the substituents are independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

R^{21} and R^{22} are independently selected from: hydrogen, hydroxy, C₁₋₆ alkyl, -O-C₁₋₆alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are

unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

5 R²³ is hydrogen or C₁₋₄alkyl, or where R²³ is joined via C₁₋₅alkyl to one of the carbons of V to form a ring;

10 R²⁴ is selected from: hydrogen, COR¹¹, hydroxyl, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxy, and -COR¹¹, and C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹;

15 R²⁵ and R²⁶ are independently selected from: =O (where R²⁵ and/or R²⁶ is oxygen and is connected via a double bond), hydrogen, phenyl and C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁₋₃alkyl;

20 R²⁷, R²⁸, R²⁹, and R³⁰ are independently selected from: hydrogen, COR¹¹, hydroxy, C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹, and -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹;

25 R³¹ is independently selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxy, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹², hydroxy, halo, -NR¹²R¹², -COR¹¹, -CONR¹²R¹², -NR¹²COR¹³, -OCONR¹²R¹², -NR¹²CONR¹²R¹², -heterocycle, -CN, -NR¹²-SO₂-NR¹²R¹², -NR¹²-SO₂-R¹⁴, -SO₂-NR¹²R¹², and =O (where R³¹ is connected to the ring via a double bond, in which case the other R³¹ is nothing);

R³² is selected from: hydrogen, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹² and C₁₋₃alkyl unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxyl;

R^{33} and R^{34} are independently selected from: hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-COR¹¹, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, trifluoromethyl and halo, or R^{33} and R^{34} are absent when the carbon to which they are bound unsaturated;

5 R^{35} and R^{38} are independently selected from: hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-COR¹¹, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, trifluoromethyl and halo;

10 R^{36} and R^{37} are independently selected from: hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-COR¹¹, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, halo and hydrogen, where said alkyl is unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxyl;

15 or, R^{36} and R^{37} join to form a ring, where R^{36} and R^{37} together are selected from -C₁₋₄alkyl-, -C₀₋₂alkyl-O-C₁₋₃alkyl- and -C₁₋₃alkyl-O-C₀₋₂alkyl-; where said alkyls are unsubstituted or substituted with 1-2 substituents selected from of oxy (where the oxygen is joined to the ring via a double bond), fluoro, hydroxy, methoxy, methyl or trifluoromethyl;

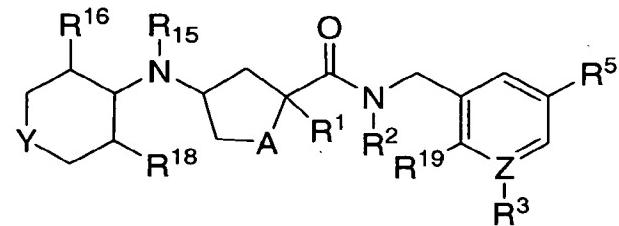
j, k and m are independently 0, 1 or 2;

20 n is 1 or 2;

a dashed line represents an optional single bond, whereby a dashed line used in conjunction with a solid line represents either a single or a double bond;

25 and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

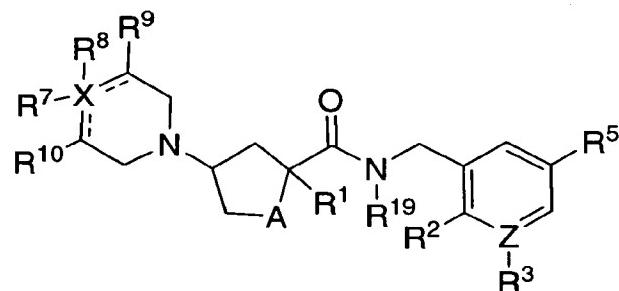
Compounds of the present invention also include compounds of Formula Ia:

**Ia**

where R¹, R², R³, R⁵, R¹⁵, R¹⁶, R¹⁸, R¹⁹, A, Y, and Z are described herein.

5

More compounds of the present invention include compounds of Formula IIa:

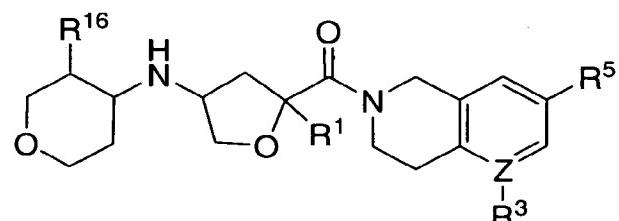


10

IIa

where R¹, R², R³, R⁵, R⁷, R⁸, R⁹, R¹⁰, R¹⁹, A, X, and Z are described herein.

Still more compounds of the present invention include the compounds of Formula Ib:
15 Ib:

**Ib**

where R¹, R³, R⁵, R¹⁶ and Z are described herein.

Certain embodiments of the present invention include those where A is N or O.

5

Other embodiments of the present invention include those where A is O.

Certain embodiments of the present invention include those where X is N, O or C.

10

Certain other embodiments of the present invention include those where X is C.

Certain embodiments of the present invention include those where Y is O or C.

Certain other embodiments of the present invention include those where Y is O.

15

Embodiments of the present invention include those where Z is N or C.

Embodiments of the present invention include those where R¹ is selected from: -

C₁-6alkyl unsubstituted or substituted with 1-6 substituents independently selected from halo,
20 hydroxy, -O-C₁-3alkyl and trifluoromethyl, -C₀-6alkyl-O-C₁-6alkyl- unsubstituted or
substituted with 1-6 substituents independently selected from halo and trifluoromethyl, -C₀-
6alkyl-S-C₁-6alkyl- unsubstituted or substituted with 1-6 substituents independently selected
from halo and trifluoromethyl, -(C₃-5cycloalkyl)-(C₀-6alkyl) unsubstituted or substituted with
1-7 substituents independently selected from halo, hydroxy, -O-C₁-3alkyl and trifluoromethyl,
25 phenyl unsubstituted or substituted with 1-3 substituents independently selected from halo,
hydroxyl, C₁-3alkyl, C₁-3alkoxy and trifluoromethyl, and heterocycle unsubstituted or
substituted with 1-3 substituents independently selected from halo, hydroxyl, C₁-3alkyl, C₁-
3alkoxy and trifluoromethyl.

Further embodiments of the present invention include those where R¹ is selected from: C₁-6alkyl, C₁-6alkyl-hydroxy, and C₁-6alkyl substituted with 1-6 fluoro.

Other embodiments of the present invention include those where R² is H or where
5 R² and R¹⁹ together are a C₂-alkyl chain.

Other embodiments of the present invention include those where, when Z is C,
R³ is selected from: hydrogen, trifluoromethyl, trifluoromethoxy, hydroxy, chloro, fluoro, bromo
and phenyl.

10

Embodiments of the present invention include those where, when Z is N, R³ is
selected from O (forming an N-oxide) or is absent.

15

Embodiments of the present invention also include those where R⁴ is H.

Other embodiment of the present invention include those where R⁵ is selected
from: hydrogen, trifluoromethyl, trifluoromethoxy, hydroxy, chloro, fluoro, bromo and phenyl.

20

Further embodiments of the present invention include those where R⁵ is selected
from: trifluoromethyl, trifluoromethoxy and phenyl.

25

In certain embodiments of the present invention R⁷ is selected from phenyl,
heterocycle, C₃-7cycloalkyl, C₁-6alkyl, -COR¹¹ and -CONH-V-COR¹¹, where V is C₁-6alkyl or
phenyl, and where said phenyl, heterocycle, C₃-7cycloalkyl and C₁-6alkyl are unsubstituted or
substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy,
C₁-3alkyl, -O-C₁-3alkyl, -COR¹¹, -CN, -heterocycle and -CONR¹²R¹².

30

In certain other embodiments of the present invention R⁷ is selected from phenyl,
heterocycle, C₁-4alkyl, -COR¹¹ and -CONH-V-COR¹¹, where V is C₁-6alkyl or phenyl, and
where said phenyl, heterocycle, and C₁-4alkyl are unsubstituted or substituted with 1-3

substituents independently selected from: halo, hydroxy, C₁-3alkyl, -O-C₁-3alkyl, -COR¹¹ and -heterocycle.

In still other embodiments of the present invention R⁷ is selected from: hydrogen,
5 -COR¹¹, -CONHCH₃, phenyl and heterocycle.

In certain embodiments of the present invention, when X is C, R⁸ is selected
from: hydrogen, hydroxy, -CN, and fluoro.

10 In still other embodiments of the present invention R⁷ and R⁸ join to form a ring
selected from 1H-indene and 2,3-dihydro-1H-indene, where said ring is unsubstituted or
substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁-3alkyl, -O-C₁-
3alkyl, -COR¹¹ and -heterocycle.

15 In certain embodiments of the present invention R⁹ and R¹⁰ are independently
selected from: hydrogen, hydroxy, -CH₃, -O-CH₃ and =O (where R⁹ and/or R¹⁰ are joined to the
ring via a double bond).

In certain other embodiments of the present invention R⁹ and R¹⁰ are hydrogen.
20

In certain embodiments of the present invention R¹⁵ is methyl or hydrogen.

In certain embodiments of the present invention R¹⁶ is selected from: hydrogen, -
O-C₁-3alkyl, fluoro, hydroxyl, and C₁-3alkyl unsubstituted or substituted with 1-6 fluoro.

25 In further embodiments of the present invention R¹⁶ is selected from: hydrogen,
trifluoromethyl, methyl, methoxy, ethoxy, ethyl, fluoro and hydroxy.

In certain embodiments of the present invention R¹⁸ is selected from: hydrogen, methyl and methoxy.

In certain embodiments of the present R¹⁶ and R¹⁸ together are -CH₂CH₂- or -
5 CH₂CH₂CH₂- (to form a cyclopentyl ring or a cyclohexyl ring).

In certain embodiments of the present invention R²⁶ is =O (where O is joined via
a double bond).

10 In certain embodiments of the present invention, one or more of R⁶, R⁸, R¹⁷,
R¹⁸, R¹⁹, R²⁵, R²⁷, R²⁸, R²⁹, R³⁰, R³³, R³⁴, R³⁵, R³⁶ and R³⁸ is hydrogen.

In certain embodiments of the present invention m = 0 or 1.

15 In certain embodiments of the present invention n = 1 or 2.

The independent syntheses of diastereomers and enantiomers or their chromatographic separations may be achieved as known in the art by appropriate modification of the methodology disclosed herein. Their absolute stereochemistry may be determined by the x-ray crystallography of crystalline products or crystalline intermediates which are derivatized, if necessary, with a reagent containing an asymmetric center of known absolute configuration.
20

The independent syntheses of diastereomers and enantiomers or their chromatographic separations may be achieved as known in the art by appropriate modification of the methodology disclosed herein. Their absolute stereochemistry may be determined by the x-ray crystallography of crystalline products or crystalline intermediates which are derivatized, if necessary, with a reagent containing an asymmetric center of known absolute configuration.
25

As appreciated by those of skill in the art, halo or halogen as used herein are intended to include chloro, fluoro, bromo and iodo.

As used herein, "alkyl" is intended to mean linear, branched and cyclic carbon structures having no double or triple bonds. C₁₋₈, as in C₁₋₈alkyl, is defined to identify the
30

group as having 1, 2, 3, 4, 5, 6, 7 or 8 carbons in a linear or branched arrangement, such that C₁-alkyl specifically includes methyl, ethyl, n-propyl, iso-propyl, n-butyl, iso-butyl, tert-butyl, pentyl, hexyl, heptyl and octyl. More broadly, C_a-balkyl (where a and b represent whole numbers) is defined to identify the group as having a through b carbons in a linear or branched arrangement. C₀, as in C₀alkyl is defined to identify the presence of a direct covalent bond. "Cycloalkyl" is an alkyl, part or all of which which forms a ring of three or more atoms.

The term "heterocycle" as used herein is intended to include the following groups: benzoimidazolyl, benzofuranyl, benzofurazanyl, benzopyrazolyl, benzotriazolyl, benzothiophenyl, benzoxazolyl, carbazolyl, carbolinyl, cinnolinyl, furanyl, imidazolyl, 10 indolinyl, indolyl, indolazinyl, indazolyl, isobenzofuranyl, isoindolyl, isoquinolyl, isothiazolyl, isoxazolyl, naphthpyridinyl, oxadiazolyl, oxazolyl, oxetanyl, pyranyl, pyrazinyl, pyrazolyl, pyridazinyl, pyridopyridinyl, pyridazinyl, pyridyl, pyrimidyl, pyrrolyl, quinazolinyl, quinolyl, quinoxalinyl, tetrahydropyran, tetrazolyl, tetrazolopyridyl, thiadiazolyl, thiazolyl, thietyl, triazolyl, azetidinyl, 1,4-dioxanyl, hexahydroazepinyl, piperazinyl, piperidinyl, pyrrolidinyl, 15 morpholinyl, thiomorpholinyl, dihydrobenzoimidazolyl, dihydrobenzofuranyl, dihydrobenzothiophenyl, dihydrobenzoxazolyl, dihydrofuran, dihydroimidazolyl, dihydroindolyl, dihydroisooxazolyl, dihydroisothiazolyl, dihydrooxadiazolyl, dihydrooxazolyl, dihydropyrazinyl, dihydropyrazolyl, dihydropyridinyl, dihydropyrimidinyl, dihydropyrrolyl, dihydroquinolinyl, dihydrotetrazolyl, dihydrothiadiazolyl, dihydrothiazolyl, dihydrothienyl, 20 dihydrotriazolyl, dihydroazetidinyl, methylenedioxybenzoyl, tetrahydrofuran, and tetrahydrothienyl, and N-oxides thereof.

The term "ring" is employed herein to refer to the formation or existence of a cyclic structure of any type, including free standing rings, fused rings, and bridges formed on existing rings. Rings may be non-aromatic or aromatic. Moreover, the existence or formation of 25 a ring structure is at times herein disclosed wherein multiple substituents are defined "together", as in "where R¹⁶ and R¹⁸ together are C₁₋₂alkyl-O-C₁₋₂alkyl". In this case a ring is necessarily formed regardless of whether the term "ring" is employed.

The phrase "pharmaceutically acceptable" is employed herein to refer to those compounds, materials, compositions, and/or dosage forms which are, within the scope of sound 30 medical judgment, suitable for use in contact with the tissues of human beings and animals

without excessive toxicity, irritation, allergic response, or other problem or complication, commensurate with a reasonable benefit/risk ratio.

As used herein, "pharmaceutically acceptable salts" refer to derivatives wherein the parent compound is modified by making acid or base salts thereof. Examples of

5 pharmaceutical acceptable salts include, but are not limited to, mineral or organic acid salts of basic residues such as amines; alkali or organic salts of acidic residues such as carboxylic acids; and the like. The pharmaceutically acceptable salts include the conventional non-toxic salts or
10 the quaternary ammonium salts of the parent compound formed, for example, from non-toxic inorganic or organic acids. For example, such conventional non-toxic salts include those derived from inorganic acids such as hydrochloric, hydrobromic, sulfuric, sulfamic, phosphoric, nitric and the like; and the salts prepared from organic acids such as acetic, propionic, succinic, glycolic, stearic, lactic, malic, tartaric, citric, ascorbic, pamoic, maleic, hydroxymaleic, phenylacetic, glutamic, benzoic, salicylic, sulfanilic, 2-acetoxybenzoic, fumaric, toluenesulfonic, methanesulfonic, ethane disulfonic, oxalic, isethionic, and the like.

15 The pharmaceutically acceptable salts of the present invention can be prepared from the parent compound which contains a basic or acidic moiety by conventional chemical methods. Generally, such salts can be prepared by reacting the free acid or base forms of these compounds with a stoichiometric amount of the appropriate base or acid in water or in an organic solvent, or in a mixture of the two; generally, nonaqueous media such as ether, ethyl
20 acetate, ethanol, isopropanol, or acetonitrile are employed. Suitable salts are found, e.g. in Remington's Pharmaceutical Sciences, 17th ed., Mack Publishing Company, Easton, PA, 1985, p. 1418.

25 Specific compounds within the present invention include a compound which selected from the group consisting of those compounds described in the Examples, and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

The subject compounds are useful in a method of modulating chemokine receptor activity in a patient in need of such modulation comprising the administration of an effective amount of the compound.

30 The present invention is directed to the use of the foregoing compounds as modulators of chemokine receptor activity. In particular, these compounds are useful as modulators of the chemokine receptors, in particular CCR-2.

The utility of the compounds in accordance with the present invention as modulators of chemokine receptor activity may be demonstrated by methodology known in the art, such as the assay for chemokine binding as disclosed by Van Riper, et al., J. Exp. Med., 177, 851-856 (1993) which may be readily adapted for measurement of CCR-2 binding.

5 Receptor affinity in a CCR-2 binding assay was determined by measuring inhibition of ^{125}I -MCP-1 to the endogenous CCR-2 receptor on various cell types including monocytes, THP-1 cells, or after heterologous expression of the cloned receptor in eukaryotic cells. The cells were suspended in binding buffer (50 mM HEPES, pH 7.2, 5 mM MgCl₂, 1 mM CaCl₂, and 0.50% BSA) with and added to test compound or DMSO and ^{125}I -MCP-1 at room
10 temperature for 1 h to allow binding. The cells were then collected on GFB filters, washed with 25 mM HEPES buffer containing 500 mM NaCl and cell bound ^{125}I -MCP-1 was quantified.

In a chemotaxis assay chemotaxis was performed using T cell depleted PBMC isolated from venous whole or leukophoresed blood and purified by Ficoll-Hypaque centrifugation followed by rosetting with neuraminidase-treated sheep erythrocytes. Once
15 isolated, the cells were washed with HBSS containing 0.1 mg/ml BSA and suspended at 1×10^7 cells/ml. Cells were fluorescently labeled in the dark with 2 μM Calcien-AM (Molecular Probes), for 30 min at 37° C. Labeled cells were washed twice and suspended at 5×10^6 cells/ml in RPMI 1640 with L-glutamine (without phenol red) containing 0.1 mg/ml BSA. MCP-1 (Peprotech) at 10 ng/ml diluted in same medium or medium alone were added to the bottom
20 wells (27 μl). Monocytes (150,000 cells) were added to the topside of the filter (30 μl) following a 15 min preincubation with DMSO or with various concentrations of test compound. An equal concentration of test compound or DMSO was added to the bottom well to prevent dilution by diffusion. Following a 60 min incubation at 37° C, 5 % CO₂, the filter was removed
25 and the topside was washed with HBSS containing 0.1 mg/ml BSA to remove cells that had not migrated into the filter. Spontaneous migration (chemokinesis) was determined in the absence of chemoattractant

In particular, the compounds of the following examples had activity in binding to the CCR-2 receptor in the aforementioned assays, generally with an IC₅₀ of less than about 1 μM . Such a result is indicative of the intrinsic activity of the compounds in use as modulators
30 of chemokine receptor activity.

Mammalian chemokine receptors provide a target for interfering with or promoting eosinophil and/or lymphocyte function in a mammal, such as a human. Compounds which inhibit or promote chemokine receptor function, are particularly useful for modulating eosinophil and/or lymphocyte function for therapeutic purposes. Accordingly, compounds
5 which inhibit or promote chemokine receptor function would be useful in treating, preventing, ameliorating, controlling or reducing the risk of a wide variety of inflammatory and immunoregulatory disorders and diseases, allergic diseases, atopic conditions including allergic rhinitis, dermatitis, conjunctivitis, and asthma, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis.

10 For example, an instant compound which inhibits one or more functions of a mammalian chemokine receptor (e.g., a human chemokine receptor) may be administered to inhibit (i.e., reduce or prevent) inflammation. As a result, one or more inflammatory processes, such as leukocyte emigration, chemotaxis, exocytosis (e.g., of enzymes, histamine) or inflammatory mediator release, is inhibited.

15 In addition to primates, such as humans, a variety of other mammals can be treated according to the method of the present invention. For instance, mammals including, but not limited to, cows, sheep, goats, horses, dogs, cats, guinea pigs, rats or other bovine, ovine, equine, canine, feline, rodent or murine species can be treated. However, the method can also be practiced in other species, such as avian species (e.g., chickens).

20 Diseases and conditions associated with inflammation and infection can be treated using the compounds of the present invention. In a certain embodiment, the disease or condition is one in which the actions of lymphocytes are to be inhibited or promoted, in order to modulate the inflammatory response.

25 Diseases or conditions of humans or other species which can be treated with inhibitors of chemokine receptor function, include, but are not limited to: inflammatory or allergic diseases and conditions, including respiratory allergic diseases such as asthma, particularly bronchial asthma, allergic rhinitis, hypersensitivity lung diseases, hypersensitivity pneumonitis, eosinophilic pneumonias (e.g., Loeffler's syndrome, chronic eosinophilic pneumonia), delayed-type hypersensitivity, interstitial lung diseases (ILD) (e.g., idiopathic
30 pulmonary fibrosis, or ILD associated with rheumatoid arthritis, systemic lupus erythematosus, ankylosing spondylitis, systemic sclerosis, Sjogren's syndrome, polymyositis or

- dermatomyositis); systemic anaphylaxis or hypersensitivity responses, drug allergies (e.g., to penicillin, cephalosporins), insect sting allergies; autoimmune diseases, such as rheumatoid arthritis, psoriatic arthritis, multiple sclerosis, systemic lupus erythematosus, myasthenia gravis, juvenile onset diabetes; glomerulonephritis, autoimmune thyroiditis, Behcet's disease; graft rejection (e.g., in transplantation), including allograft rejection or graft-versus-host disease; inflammatory bowel diseases, such as Crohn's disease and ulcerative colitis; spondyloarthropathies; scleroderma; psoriasis (including T-cell mediated psoriasis) and inflammatory dermatoses such as dermatitis, eczema, atopic dermatitis, allergic contact dermatitis, urticaria; vasculitis (e.g., necrotizing, cutaneous, and hypersensitivity vasculitis);
- 10 eosinophilic myositis, eosinophilic fasciitis; cancers with leukocyte infiltration of the skin or organs. Other diseases or conditions in which undesirable inflammatory responses are to be inhibited can be treated, including, but not limited to, reperfusion injury, atherosclerosis, certain hematologic malignancies, cytokine-induced toxicity (e.g., septic shock, endotoxic shock), polymyositis, dermatomyositis.
- 15 Diseases or conditions of humans or other species which can be treated with modulators of chemokine receptor function, include, but are not limited to: immunosuppression, such as that in individuals with immunodeficiency syndromes such as AIDS or other viral infections, individuals undergoing radiation therapy, chemotherapy, therapy for autoimmune disease or drug therapy (e.g., corticosteroid therapy), which causes immunosuppression;
- 20 immunosuppression due to congenital deficiency in receptor function or other causes; and infections diseases, such as parasitic diseases, including, but not limited to helminth infections, such as nematodes (round worms), (Trichuriasis, Enterobiasis, Ascariasis, Hookworm, Strongyloidiasis, Trichinosis, filariasis), trematodes (flukes) (Schistosomiasis, Clonorchiasis), cestodes (tape worms) (Echinococcosis, Taeniasis saginata, Cysticercosis), visceral worms,
- 25 visceral larva migraines (e.g., Toxocara), eosinophilic gastroenteritis (e.g., Anisaki sp., Phocanema sp.), and cutaneous larva migraines (Ancylostoma braziliense, Ancylostoma caninum). In addition, treatment of the aforementioned inflammatory, allergic and autoimmune diseases can also be contemplated for promoters of chemokine receptor function if one contemplates the delivery of sufficient compound to cause the loss of receptor expression on
- 30 cells through the induction of chemokine receptor internalization or delivery of compound in a manner that results in the misdirection of the migration of cells.

The compounds of the present invention are accordingly useful in treating, preventing, ameliorating, controlling or reducing the risk of a wide variety of inflammatory and immunoregulatory disorders and diseases, allergic conditions, atopic conditions, as well as autoimmune pathologies. In a specific embodiment, the present invention is directed to the use 5 of the subject compounds for treating, preventing, ameliorating, controlling or reducing the risk of autoimmune diseases, such as rheumatoid arthritis or psoriatic arthritis.

In another aspect, the instant invention may be used to evaluate putative specific agonists or antagonists of chemokine receptors, including CCR-2. Accordingly, the present invention is directed to the use of these compounds in the preparation and execution of screening 10 assays for compounds that modulate the activity of chemokine receptors. For example, the compounds of this invention are useful for isolating receptor mutants, which are excellent screening tools for more potent compounds. Furthermore, the compounds of this invention are useful in establishing or determining the binding site of other compounds to chemokine receptors, e.g., by competitive inhibition. The compounds of the instant invention are also useful 15 for the evaluation of putative specific modulators of the chemokine receptors, including CCR-2. As appreciated in the art, thorough evaluation of specific agonists and antagonists of the above chemokine receptors has been hampered by the lack of availability of non-peptidyl (metabolically resistant) compounds with high binding affinity for these receptors. Thus the compounds of this invention are commercial products to be sold for these purposes.

20 The present invention is further directed to a method for the manufacture of a medicament for modulating chemokine receptor activity in humans and animals comprising combining a compound of the present invention with a pharmaceutical carrier or diluent.

The present invention is further directed to the use of the present compounds in treating, preventing, ameliorating, controlling or reducing the risk of infection by a retrovirus, in 25 particular, herpes virus or the human immunodeficiency virus (HIV) and the treatment of, and delaying of the onset of consequent pathological conditions such as AIDS. Treating AIDS or preventing or treating infection by HIV is defined as including, but not limited to, treating a wide range of states of HIV infection: AIDS, ARC (AIDS related complex), both symptomatic and asymptomatic, and actual or potential exposure to HIV. For example, the compounds of this 30 invention are useful in treating infection by HIV after suspected past exposure to HIV by, e.g.,

blood transfusion, organ transplant, exchange of body fluids, bites, accidental needle stick, or exposure to patient blood during surgery.

In a further aspect of the present invention, a subject compound may be used in a method of inhibiting the binding of a chemokine to a chemokine receptor, such as CCR-2, of a target cell, which comprises contacting the target cell with an amount of the compound which is effective at inhibiting the binding of the chemokine to the chemokine receptor.

The subject treated in the methods above is a mammal, for instance a human being, male or female, in whom modulation of chemokine receptor activity is desired.

“Modulation” as used herein is intended to encompass antagonism, agonism, partial antagonism, inverse agonism and/or partial agonism. In an aspect of the present invention, modulation refers to antagonism of chemokine receptor activity. The term “therapeutically effective amount” means the amount of the subject compound that will elicit the biological or medical response of a tissue, system, animal or human that is being sought by the researcher, veterinarian, medical doctor or other clinician.

The term “composition” as used herein is intended to encompass a product comprising the specified ingredients in the specified amounts, as well as any product which results, directly or indirectly, from combination of the specified ingredients in the specified amounts. By “pharmaceutically acceptable” it is meant the carrier, diluent or excipient must be compatible with the other ingredients of the formulation and not deleterious to the recipient thereof.

The terms “administration of” and or “administering a” compound should be understood to mean providing a compound of the invention to the individual in need of treatment.

As used herein, the term “treatment” refers both to the treatment and to the prevention or prophylactic therapy of the aforementioned conditions.

Combined therapy to modulate chemokine receptor activity for thereby treating, preventing, ameliorating, controlling or reducing the risk of inflammatory and immunoregulatory disorders and diseases, including asthma and allergic diseases, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis, and those pathologies noted above is illustrated by the combination of the compounds of this invention and other compounds which are known for such utilities.

For example, in treating, preventing, ameliorating, controlling or reducing the risk of inflammation, the present compounds may be used in conjunction with an antiinflammatory or analgesic agent such as an opiate agonist, a lipoxygenase inhibitor, such as an inhibitor of 5-lipoxygenase, a cyclooxygenase inhibitor, such as a cyclooxygenase-2 inhibitor, an interleukin 5 inhibitor, such as an interleukin-1 inhibitor, an NMDA antagonist, an inhibitor of nitric oxide or an inhibitor of the synthesis of nitric oxide, a non-steroidal antiinflammatory agent, or a cytokine-suppressing antiinflammatory agent, for example with a compound such as acetaminophen, aspirin, codeine, embrel, fentanyl, ibuprofen, indomethacin, ketorolac, morphine, naproxen, phenacetin, piroxicam, a steroid analgesic, sufentanyl, sunlindac, tenidap, 10 and the like. Similarly, the instant compounds may be administered with a pain reliever; a potentiator such as caffeine, an H₂-antagonist, simethicone, aluminum or magnesium hydroxide; a decongestant such as phenylephrine, phenylpropanolamine, pseudophedrine, oxymetazoline, ephinephrine, naphazoline, xylometazoline, propylhexedrine, or levo-desoxy-ephedrine; an antiitussive such as codeine, hydrocodone, caramiphen, carbetapentane, or dextramethorphan; a 15 diuretic; and a sedating or non-sedating antihistamine.

Likewise, compounds of the present invention may be used in combination with other drugs that are used in the treatment/prevention/suppression or amelioration of the diseases or conditions for which compounds of the present invention are useful. Such other drugs may be administered, by a route and in an amount commonly used therefor, contemporaneously or 20 sequentially with a compound of the present invention. When a compound of the present invention is used contemporaneously with one or more other drugs, a pharmaceutical composition containing such other drugs in addition to the compound of the present invention may be used. Accordingly, the pharmaceutical compositions of the present invention include those that also contain one or more other active ingredients, in addition to a compound of the 25 present invention.

Examples of other active ingredients that may be combined with a compound of the present invention, either administered separately or in the same pharmaceutical compositions, include, but are not limited to: (a) VLA-4 antagonists such as those described in US 5,510,332, WO95/15973, WO96/01644, WO96/06108, WO96/20216, WO96/22966, 30 WO96/31206, WO96/40781, WO97/03094, WO97/02289, WO 98/42656, WO98/53814, WO98/53817, WO98/53818, WO98/54207, and WO98/58902; (b) steroids such as

beclomethasone, methylprednisolone, betamethasone, prednisone, dexamethasone, and hydrocortisone; (c) immunosuppressants such as cyclosporin, tacrolimus, rapamycin and other FK-506 type immunosuppressants; (d) antihistamines (H1-histamine antagonists) such as bromopheniramine, chlorpheniramine, dexchlorpheniramine, triprolidine, clemastine,

5 diphenhydramine, diphenylpyraline, tripelennamine, hydroxyzine, methdilazine, promethazine, trimeprazine, azatadine, cyproheptadine, antazoline, pheniramine pyrilamine, astemizole, terfenadine, loratadine, desloratadine, cetirizine, fexofenadine, descarboethoxyloratadine, and the like; (e) non-steroidal anti-asthmatics such as β 2-agonists (terbutaline, metaproterenol, fenoterol, isoetharine, albuterol, bitolterol, and pирbutерол), theophylline, cromolyn sodium,

10 atropine, ipratropium bromide, leukotriene antagonists (zafirlukast, montelukast, pranlukast, iralukast, pobilukast, SKB-106,203), leukotriene biosynthesis inhibitors (zileuton, BAY-1005); (f) non-steroidal antiinflammatory agents (NSAIDs) such as propionic acid derivatives (alminoprofen, benoxaprofen, bucloxic acid, carprofen, fenbufen, fenoprofen, fluprofen, flurbiprofen, ibuprofen, indoprofen, ketoprofen, mioprofen, naproxen, oxaprozin, pirprofen,

15 pranoprofen, suprofen, tiaprofenic acid, and tioxaprofen), acetic acid derivatives (indomethacin, acetometacin, alclofenac, clidanac, diclofenac, fenclofenac, fencloxic acid, fentiazac, furofenac, ibufenac, isoxepac, oxpinac, sulindac, tiopinac, tolmetin, zidometacin, and zomepirac), fenamic acid derivatives (flufenamic acid, meclofenamic acid, mefenamic acid, niflumic acid and tolfenamic acid), biphenylcarboxylic acid derivatives (diflunisal and flufenisal), oxicams

20 (isoxicam, piroxicam, sudoxicam and tenoxicam), salicylates (acetyl salicylic acid, sulfasalazine) and the pyrazolones (apazone, bezpiperylon, feprazole, mofebutazone, oxyphenbutazone, phenylbutazone); (g) cyclooxygenase-2 (COX-2) inhibitors; (h) inhibitors of phosphodiesterase type IV (PDE-IV); (i) other antagonists of the chemokine receptors, especially CCR-1, CCR-2, CCR-3, CXCR-3 and CCR-5; (j) cholesterol lowering agents such as HMG-CoA reductase

25 inhibitors (lovastatin, simvastatin and pravastatin, fluvastatin, atorvastatin, rosuvastatin, and other statins), sequestrants (cholestyramine and colestipol), cholesterol absorption inhibitors (ezetimibe), nicotinic acid, fenofibric acid derivatives (gemfibrozil, clofibrate, fenofibrate and benzafibrate), and probucol; (k) anti-diabetic agents such as insulin, sulfonylureas, biguanides (metformin), α -glucosidase inhibitors (acarbose) and glitazones (troglitazone and pioglitazone);

30 (l) preparations of interferon beta (interferon beta-1 α , interferon beta-1 β); (m) other compounds

such as 5-aminosalicylic acid and prodrugs thereof, antimetabolites such as azathioprine and 6-mercaptopurine, and cytotoxic cancer chemotherapeutic agents.

The weight ratio of the compound of the present invention to the second active ingredient may be varied and will depend upon the effective dose of each ingredient. Generally, 5 an effective dose of each will be used. Thus, for example, when a compound of the present invention is combined with an NSAID the weight ratio of the compound of the present invention to the NSAID will generally range from about 1000:1 to about 1:1000, or from about 200:1 to about 1:200. Combinations of a compound of the present invention and other active ingredients will generally also be within the aforementioned range, but in each case, an effective dose of 10 each active ingredient should be used.

In such combinations the compound of the present invention and other active agents may be administered separately or in conjunction. In addition, the administration of one element may be prior to, concurrent to, or subsequent to the administration of other agent(s).

The compounds of the present invention may be administered by oral, parenteral 15 (e.g., intramuscular, intraperitoneal, intravenous, ICV, intracisternal injection or infusion, subcutaneous injection, or implant), by inhalation spray, nasal, vaginal, rectal, sublingual, or topical routes of administration and may be formulated, alone or together, in suitable dosage unit formulations containing conventional non-toxic pharmaceutically acceptable carriers, adjuvants and vehicles appropriate for each route of administration. In addition to the treatment of warm- 20 blooded animals such as mice, rats, horses, cattle, sheep, dogs, cats, monkeys, etc., the compounds of the invention are effective for use in humans.

The pharmaceutical compositions for the administration of the compounds of this invention may conveniently be presented in dosage unit form and may be prepared by any of the methods well known in the art of pharmacy. All methods include the step of bringing the active 25 ingredient into association with the carrier which constitutes one or more accessory ingredients. In general, the pharmaceutical compositions are prepared by uniformly and intimately bringing the active ingredient into association with a liquid carrier or a finely divided solid carrier or both, and then, if necessary, shaping the product into the desired formulation. In the pharmaceutical composition the active object compound is included in an amount sufficient to produce the 30 desired effect upon the process or condition of diseases. As used herein, the term "composition" is intended to encompass a product comprising the specified ingredients in the specified

amounts, as well as any product which results, directly or indirectly, from combination of the specified ingredients in the specified amounts.

The pharmaceutical compositions containing the active ingredient may be in a form suitable for oral use, for example, as tablets, troches, lozenges, aqueous or oily

5 suspensions, dispersible powders or granules, emulsions, hard or soft capsules, or syrups or elixirs. Compositions intended for oral use may be prepared according to any method known to the art for the manufacture of pharmaceutical compositions and such compositions may contain one or more agents selected from the group consisting of sweetening agents, flavoring agents, coloring agents and preserving agents in order to provide pharmaceutically elegant and palatable
10 preparations. Tablets contain the active ingredient in admixture with non-toxic pharmaceutically acceptable excipients which are suitable for the manufacture of tablets. These excipients may be for example, inert diluents, such as calcium carbonate, sodium carbonate, lactose, calcium phosphate or sodium phosphate; granulating and disintegrating agents, for example, corn starch, or alginic acid; binding agents, for example starch, gelatin or acacia, and lubricating agents, for
15 example magnesium stearate, stearic acid or talc. The tablets may be uncoated or they may be coated by known techniques to delay disintegration and absorption in the gastrointestinal tract and thereby provide a sustained action over a longer period. For example, a time delay material such as glyceryl monostearate or glyceryl distearate may be employed. They may also be coated by the techniques described in the U.S. Patents 4,256,108; 4,166,452; and 4,265,874 to form
20 osmotic therapeutic tablets for control release.

Formulations for oral use may also be presented as hard gelatin capsules wherein the active ingredient is mixed with an inert solid diluent, for example, calcium carbonate, calcium phosphate or kaolin, or as soft gelatin capsules wherein the active ingredient is mixed with water or an oil medium, for example peanut oil, liquid paraffin, or olive oil.

25 Aqueous suspensions contain the active materials in admixture with excipients suitable for the manufacture of aqueous suspensions. Such excipients are suspending agents, for example sodium carboxymethylcellulose, methylcellulose, hydroxy- propylmethylcellulose, sodium alginate, polyvinyl-pyrrolidone, gum tragacanth and gum acacia; dispersing or wetting agents may be a naturally-occurring phosphatide, for example lecithin, or condensation products
30 of an alkylene oxide with fatty acids, for example polyoxyethylene stearate, or condensation products of ethylene oxide with long chain aliphatic alcohols, for example heptadecaethylene-

oxycetanol, or condensation products of ethylene oxide with partial esters derived from fatty acids and a hexitol such as polyoxyethylene sorbitol monooleate, or condensation products of ethylene oxide with partial esters derived from fatty acids and hexitol anhydrides, for example polyethylene sorbitan monooleate. The aqueous suspensions may also contain one or more preservatives, for example ethyl, or n-propyl, p-hydroxybenzoate, one or more coloring agents, one or more flavoring agents, and one or more sweetening agents, such as sucrose or saccharin.

Oily suspensions may be formulated by suspending the active ingredient in a vegetable oil, for example arachis oil, olive oil, sesame oil or coconut oil, or in a mineral oil such as liquid paraffin. The oily suspensions may contain a thickening agent, for example beeswax, hard paraffin or cetyl alcohol. Sweetening agents such as those set forth above, and flavoring agents may be added to provide a palatable oral preparation. These compositions may be preserved by the addition of an anti-oxidant such as ascorbic acid.

Dispersible powders and granules suitable for preparation of an aqueous suspension by the addition of water provide the active ingredient in admixture with a dispersing or wetting agent, suspending agent and one or more preservatives. Suitable dispersing or wetting agents and suspending agents are exemplified by those already mentioned above. Additional excipients, for example sweetening, flavoring and coloring agents, may also be present.

The pharmaceutical compositions of the invention may also be in the form of oil-in-water emulsions. The oily phase may be a vegetable oil, for example olive oil or arachis oil, or a mineral oil, for example liquid paraffin or mixtures of these. Suitable emulsifying agents may be naturally- occurring gums, for example gum acacia or gum tragacanth, naturally- occurring phosphatides, for example soy bean, lecithin, and esters or partial esters derived from fatty acids and hexitol anhydrides, for example sorbitan monooleate, and condensation products of the said partial esters with ethylene oxide, for example polyoxyethylene sorbitan monooleate. The emulsions may also contain sweetening and flavoring agents.

Syrups and elixirs may be formulated with sweetening agents, for example glycerol, propylene glycol, sorbitol or sucrose. Such formulations may also contain a demulcent, a preservative and flavoring and coloring agents.

The pharmaceutical compositions may be in the form of a sterile injectable aqueous or oleagenous suspension. This suspension may be formulated according to the known

art using those suitable dispersing or wetting agents and suspending agents which have been mentioned above. The sterile injectable preparation may also be a sterile injectable solution or suspension in a non-toxic parenterally-acceptable diluent or solvent, for example as a solution in 1,3-butane diol. Among the acceptable vehicles and solvents that may be employed are water,

- 5 Ringer's solution and isotonic sodium chloride solution. In addition, sterile, fixed oils are conventionally employed as a solvent or suspending medium. For this purpose any bland fixed oil may be employed including synthetic mono- or diglycerides. In addition, fatty acids such as oleic acid find use in the preparation of injectables.

The compounds of the present invention may also be administered in the form of
10 suppositories for rectal administration of the drug. These compositions can be prepared by mixing the drug with a suitable non-irritating excipient which is solid at ordinary temperatures but liquid at the rectal temperature and will therefore melt in the rectum to release the drug. Such materials are cocoa butter and polyethylene glycols.

For topical use, creams, ointments, jellies, solutions or suspensions, etc.,
15 containing the compounds of the present invention are employed. (For purposes of this application, topical application shall include mouthwashes and gargles.)

The pharmaceutical composition and method of the present invention may further comprise other therapeutically active compounds as noted herein which are usually applied in the treatment of the above mentioned pathological conditions.

20 In treating, preventing, ameliorating, controlling or reducing the risk of conditions which require chemokine receptor modulation an appropriate dosage level will generally be about 0.01 to 500 mg per kg patient body weight per day which can be administered in single or multiple doses. In certain embodiments the dosage level will be about 0.1 to about 250 mg/kg per day; or from about 0.5 to about 100 mg/kg per day. A suitable dosage level may be about
25 0.01 to 250 mg/kg per day, about 0.05 to 100 mg/kg per day, or about 0.1 to 50 mg/kg per day. Within this range the dosage may be 0.05 to 0.5, 0.5 to 5 or 5 to 50 mg/kg per day. For oral administration, the compositions may be provided in the form of tablets containing 1.0 to 1000 milligrams of the active ingredient, or 2.0 to 500, or 3.0 to 200, particularly 1, 5, 10, 15, 20, 25, 30, 50, 75, 100, 125, 150, 175, 200, 250, 300, 400, 500, 600, 750, 800, 900, and 1000 milligrams
30 of the active ingredient for the symptomatic adjustment of the dosage to the patient to be treated.

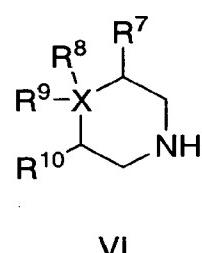
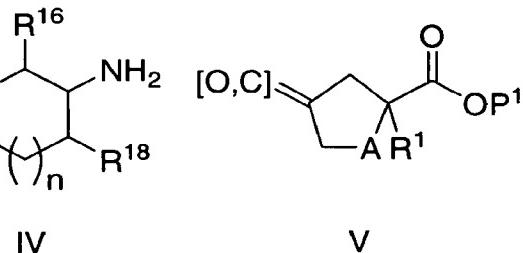
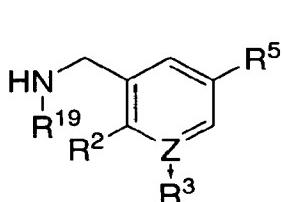
The compounds may be administered on a regimen of 1 to 4 times per day, or once or twice per day.

It will be understood, however, that the specific dose level and frequency of dosage for any particular patient may be varied and will depend upon a variety of factors

5 including the activity of the specific compound employed, the metabolic stability and length of action of that compound, the age, body weight, general health, sex, diet, mode and time of administration, rate of excretion, drug combination, the severity of the particular condition, and the host undergoing therapy.

Several methods for preparing the compounds of this invention are illustrated in
10 the following Schemes and Examples. Starting materials are either commercially available or made by known procedures in the literature or as illustrated. The present invention further provides processes for the preparation of compounds of the formula I or of the formula II as defined above, which comprises many different sequences of assembling compounds of formula (IV), formula (V), and formula (III); or formula (VI), formula (V), and formula (III).

15



wherein R¹, R², R³, R⁵, R⁷, R⁸, R⁹, R¹⁰, R¹⁶, R¹⁸, R¹⁹, A, Y, Z, and X are defined as in formula I, and P¹ represents either a hydrogen or an alkyl group such as methyl, ethyl, t-butyl, or benzyl which serves as a protecting group, (Greene, T; Wuts, P. G. M. *Protective Groups in Organic Synthesis*, John Wiley & Sons, Inc., New York, NY 1991).

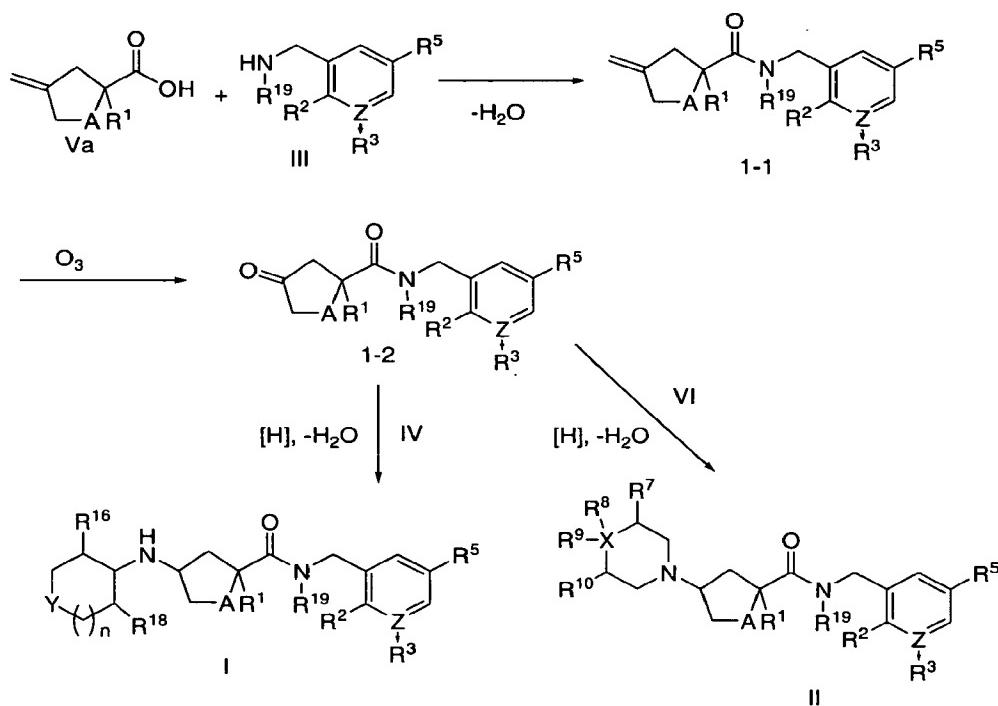
One general way of constructing target compounds I and II utilizing Intermediates of the formulas V, III, and IV for compounds I, and utilizing Intermediates of the formula V, VI, and II for compounds II are illustrated in Scheme 1. Coupling of the acid Va and the amine III under standard amide bond formation reaction conditions such as PyBrop in the presence of a base such as N,N-diisopropylethylamine and a catalyst such as DMAP gives the intermediate 1-1. Ozonolysis of the exo-olefin yields the keto-amide 1-2. Reductive amination of 1-2 with amines IV in the presence of a borohydride such as sodium triacetoxyborohydride or sodium

cyanoborohydride then provides the compound of formula I. Note that when R¹⁶ or R¹⁸ are other than hydrogen, a mixture of diastereomers (Eliel, E. E., Wilen, S. H., *Stereochemistry of Organic Compounds*, John Wiley & Sons, Inc., New York) results from the reductive amination step.

These can be separated into their components by chromatography using normal phase, reverse

- 5 phase or chiral columns, depending on the nature of the separation. Compound I can be further elaborated to the compounds of the formula I by reductive alkylation with an aldehyde or by alkylation with, for example, an alkyl halide. Reductive amination of 1-2 with amines VI in the presence of a borohydride such as sodium triacetoxyborohydride or sodium cyanoborohydride would provide the compound of formula II.

10

SCHEME 1

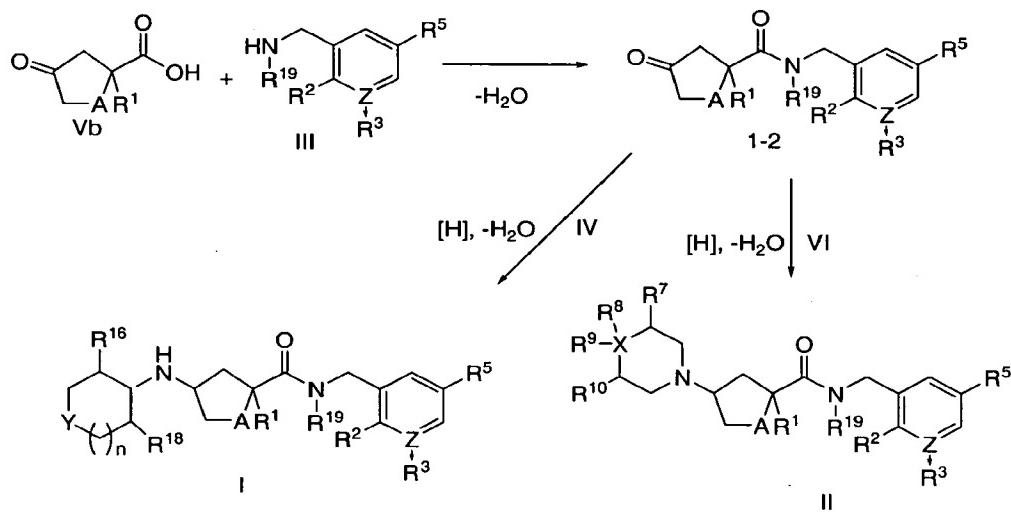
An alternate way of constructing compound I and is illustrated in Scheme 2.

- 15 Coupling of the acid Vb and the amine III under standard amide bond formation reaction conditions such as PyBrop in the presence of a base such as N,N-diisopropylethylamine and a catalyst such as DMAP gives the intermediate 1-2. Reductive amination of 1-2 with amines IV in the presence of a borohydride such as sodium triacetoxyborohydride or sodium

cyanoborohydride then provides the compound of formula Ia. Compound I can be further elaborated to the compounds of the formula I by reductive alkylation with an aldehyde or by alkylation with, for example, an alkyl halide. Reductive amination of 2-1 with amines VI in the presence of a borohydride such as sodium triacetoxyborohydride or sodium cyanoborohydride

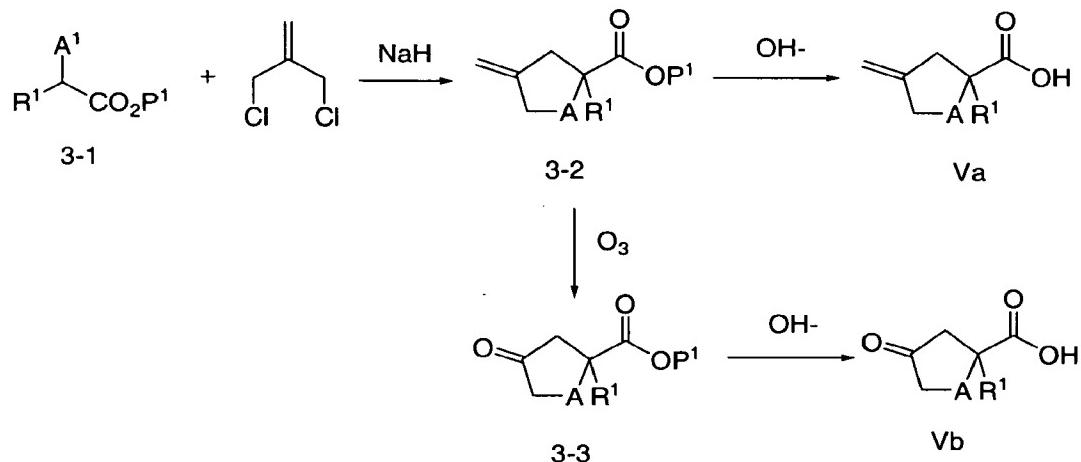
5 then provides the compound of formula Ia.

SCHEME 2



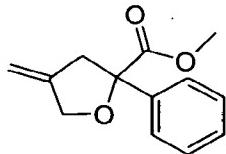
10

Intermediates of the formula V and their acid derivatives (Va and Vb) can be synthesized as shown in Scheme 3. α -Hetero esters 3-1 (where A^1 is either OH or NHBoc) can be doubly alkylated with 3-chloro-2-chloromethyl-1-propene in the presence of a base such as sodium hydride in a solvent such as DMF to give cyclic esters 3-2. Deprotection of the ester by basic hydrolysis (if P^1 is ethyl or methyl) or under acidic conditions (if P^1 is t-butyl) gives acids Va. Alternatively olefin 3-2 can be ozonized and reduced, with reducing agents such as dimethyl sulfide or triphenyl phosphine, to the keto ester 3-3. Esters 3-3 can then be deprotected to form acids Vb. Deprotection of the ester can be achieved by a number of methods depending upon the protecting group. If P^1 is methyl or ethyl, deprotection can be achieved by basic hydrolysis. If P^1 is t-butyl, deprotection can be achieved under acidic conditions. If P^1 is benzyl, deprotection can be achieved by hydrogenolysis.

SCHEME 3

In some cases the order of carrying out the foregoing reaction schemes may be varied to facilitate the reaction or to avoid unwanted reaction products.

5 The following are representative procedures for the preparation of the compounds used in the following Examples or which can be substituted for the compounds used in the following Examples which may not be commercially available.

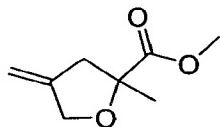
INTERMEDIATE 1

5 To a solution of methyl mandelate (10.0 mmol, 1.66 g), 3-chloro-2-chloromethyl-
1-propene (10.0 mmol, 1.25 g) in DMF (30 mL), at 0 °C, was added sodium hydride (60% in oil,
600 mg). The reaction was allowed to warm to room temperature, where a slight exotherm,
warming the solution to ~ 40 °C was observed. The reaction mixture was allowed to stir at room
temperature for 1 h. The reaction mixture was poured into dilute aqueous HCl and extracted
10 with ethyl acetate. The organic layer was washed with water, aqueous saturated sodium
bicarbonate, and then brine. The solution was dried, evaporated, and then purified by MPLC
(20% Ethyl acetate/hexanes) to give 820 mg (38%) of the desired product.
H-NMR (300 MHz, CDCl₃) δ 7.54-7.30 (m, 5 H); 5.06-5.02 (m, 1 H); 4.95-4.93 (m, 1 H); 4.57-
4.54 (m, 2 H); 3.71 (s, 3H); 3.49 (d, J = 16 Hz, 1 H); 2.93 (d, J = 16 Hz, 1 H).

15

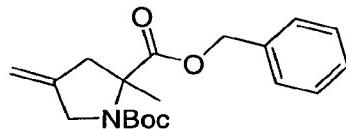
INTERMEDIATE 2

Intermediate 2 was synthesized according to the procedure described in Example
20 1, Step E, except that the product from Example 1, Step F was replaced with Intermediate 1.

INTERMEDIATE 3

Intermediate 3 was synthesized according to the procedure described for the synthesis of Intermediate 1, except that methyl (R)-lactate was used in place of methyl mandelate. H-NMR (300 MHz, CDCl₃) δ 5.00-4.97 (m, 1 H); 4.93-4.90 (m, 1 H); 4.47-4.45 (m, 5 H); 3.74 (s, 3 H); 2.98 (d, J = 16 Hz, 1 H); 2.52 (d, J = 16 Hz, 1 H); 1.51 (s, 3 H).

INTERMEDIATE 4

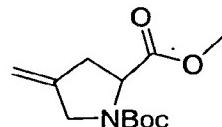


10

Intermediate 4 was synthesized according to the procedure described for the synthesis of Intermediate 1, except that N-Boc-Ala-OBn was used in place of methyl mandelate.

INTERMEDIATE 5

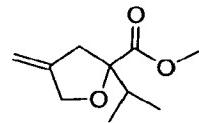
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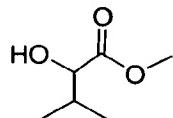
Intermediate 5 was synthesized according to the procedure described for the synthesis of Intermediate 1, except that N-Boc-Gly-OBn was used in place of methyl mandelate.

20

INTERMEDIATE 6



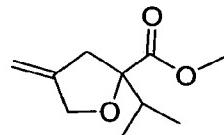
Step A



Thionyl chloride (15.5 mL) was added dropwise to methanol (30 mL) at -60 °C.

The resulting solution was added to a solution of 2-hydroxy-3-methylbutyric acid (42 mmol, 5.0 g) in methanol (100 mL). The resulting reaction mixture was allowed to stir overnight at room temperature before being concentrated under reduced pressure to give 4.5 g of the desired product. The product was used directly in the next step without further purification.

Step B

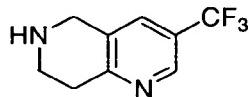


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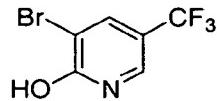
Intermediate 6 was synthesized according to the procedure described in Intermediate 1, except that the product from Step A was used in place of methyl mandelate.

INTERMEDIATE 7

15



Step A



20

To a solution of 5-trifluoromethyl-2-pyridinal (51 g, 310 mmol) and sodium acetate (26.2g, 319 mmol) in glacial acetic acid (200 mL) was added bromine (16.7 mL, 325 mmol) and the resulting mixture was heated at 80 °C for 2.5 h. The reaction was allowed to cool to room temperature and then was evaporated under reduced pressure. The residue was neutralized with saturated NaHCO₃ solution and extracted with ethyl acetate (3 x 200 mL). The organics

were combined, dried over MgSO₄, filtered, and evaporated *in vacuo* to yield 74.45 g (98%) of the crude product. ¹H NMR (400 MHz, CDCl₃) δ 8.04 (d, J=2.6 Hz, 1H), 7.89 (m, 1H).

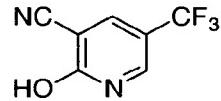
Step B

5



Under nitrogen, the substituted pyridine described in Step A, Intermediate 8 (48.8g, 202 mmol) was added in small portions to a suspension of NaH (8.9 g, 220 mmol) in anhydrous tetrahydrofuran (500 mL). After complete addition of the intermediate, the reaction mixture was cooled to -78 °C and treated with *tert*-butyllithium (260 mL, 444 mmol) added dropwise via syringe. After stirring for 5 min, N,N-dimethylformamide (50 mL, 707 mmol) was added slowly to maintain the temperature below -50 °C. The resulting mixture was then stirred for 10 h allowing it to warm to room temperature. The mixture was quenched with 2 N HCl and then diluted with ethyl acetate (1000 mL). The organic layer was separated, washed with brine, dried over MgSO₄, and evaporated *in vacuo*. The desired product was precipitated out of ethyl acetate and hexanes and filtered to yield a light brown solid (28.55 g, 74%). ¹H NMR (500 MHz, CD₃OD) δ 10.13 (s, 1H), 8.21 (s, 2H).

20 Step C

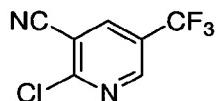


A mixture of the intermediate from Step B, Intermediate 8 (18 g, 95 mmol), sodium formate (7.1 g, 110 mmol), hydroxylamine hydrochloride (7.3 g, 110 mmol), and formic acid (150 mL) was stirred at room temperature for 2 h and then heated to reflux overnight. The reaction mixture was cooled and allowed to stand at room temperature for 7 days. The reaction

was poured into water and extracted with ethyl acetate (3 x). The combined organic layers were washed with water (2 x), saturated NaHCO₃ and brine, dried over Na₂SO₄, filtered, and concentrated *in vacuo* to yield the desired product as a brown powder (17.84 g, 90%). ¹H NMR (400 MHz, CD₃OD) δ 8.37 (d, J=2.7 Hz, 1H), 8.19 (q, J=0.7 Hz, 0.3 Hz, 1H).

5

Step D



To a mixture of phosphorous oxychloride (13.4 mL, 144 mmol) and quinoline 10 (8.7 mL, 73 mmol) was added the product from Step C, Intermediate 8, (24.6 g, 131 mmol) and the resulting mixture was heated to reflux for 3 h. The reaction was cooled to 100 °C before water (70 mL) was slowly added. The mixture was further cooled to room temperature and neutralized carefully with saturated NaHCO₃ solution. The aqueous layer was extracted with ethyl acetate (3 x) and the organic layers were combined, dried over MgSO₄, filtered, and 15 evaporated *in vacuo*. The crude product was purified by flash chromatography to afford (23.5 g, 87%) of the desired compound. ¹H NMR (500 MHz, CDCl₃) δ 8.88 (d, J=2.0 Hz, 1H), 8.26 (d, J=2.5 Hz, 1H).

20

Step E



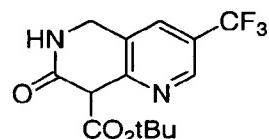
To a suspension of NaH (7.8 g, 200 mmol) in tetrahydrofuran (100 mL) under nitrogen was added dropwise a solution of *tert*-butyl methyl malonate (20 mL, 120 mmol) in anhydrous tetrahydrofuran (100 mL) via syringe. The reaction mixture was stirred for 0.5 h 25 before a solution of the intermediate prepared in Step D, Intermediate 8 (20.1 g, 97.6 mmol) in tetrahydrofuran (200 mL) was added slowly via syringe. The reaction was stirred at room temperature overnight, then quenched with a saturated solution of NH₄Cl. The organic layer was

separated and the aqueous layer was extracted with ethyl acetate (3 x). The combined organic layers were washed with water (3 x), dried over Na_2SO_4 , filtered, and evaporated *in vacuo*.

Flash chromatography afforded 31.76 g (95%) of the pure desired product. ^1H NMR (500 MHz, CDCl_3) δ 9.03 (d, $J=1.5$ Hz, 1H), 8.25 (d, $J=2.0$ Hz, 1H), 5.25 (s, 1H), 3.86 (s, 3H), 1.52 (s, 9H).

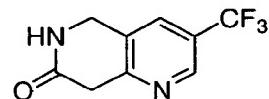
5

Step F



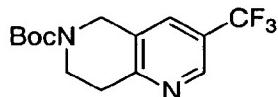
A suspension of Raney Ni (1 g) and the product from Step E, Intermediate 8 (18.2 g, 52.9 mmol) in ethanol (130 mL) was placed on a Parr apparatus and hydrogenated at 40 psi H_2 overnight. The suspension was filtered through celite and the filtrate was evaporated *in vacuo* to afford 16.35 g (98%) of the crude product. ^1H NMR (500 MHz, CDCl_3) δ 8.83 (s, 1H), 7.89 (s, 1H), 7.82 (s, 1H), 4.83 (d, $J=16$ Hz, 1H), 4.72 (s, 1H), 4.49 (d, $J=16$ Hz, 1H), 1.45 (s, 9H).

15 Step G



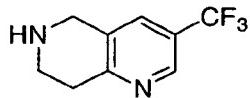
To the mixture of the product from Step F, Intermediate 8 (16 g, 51 mmol) in dichloromethane (60 mL) was added TFA (30 mL) and the resulting mixture was stirred at room temperature for 0.5 h. The solution was evaporated under reduced pressure and the residue was dissolved in dichloromethane. The mixture was neutralized by the slow addition of a solution of saturated sodium bicarbonate and the organic layer was removed. The aqueous layer was extracted with dichloromethane (4 x) and the combined organic layers were dried over Na_2SO_4 , filtered, and evaporated *in vacuo* to afford 10.42 g (95%) of the desired product. ^1H NMR (400 MHz, CDCl_3) δ 8.81 (s, 1H), 7.78 (s, 1H), 7.30 (s, 1H), 4.63 (s, 2H), 3.90 (s, 2H).

Step H

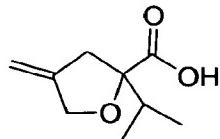


To a solution of the product from Step G, Intermediate 8 (18.0 g, 83.3 mmol) in tetrahydrofuran (50 mL) was added 1.0 M borane in tetrahydrofuran (417 mL, 420 mmol) and the resulting solution was stirred at room temperature overnight. The solution was evaporated under reduced pressure and the residue was treated with 1% HCl/ methanol solution. The resulting mixture was heated at 50 °C overnight to breakdown the borane complex. Treatment with acidic methanol was repeated twice to insure that the borane complex was removed. A solution of this crude product (83.3 mmol, assuming 100% conversion) and diisopropylethylamine (43 mL, 250 mmol) in dichloromethane was treated with di-*tert*-butyl dicarbonate (36.4 g, 167 mmol) and the resulting mixture was stirred at room temperature overnight. The solution was washed with saturated sodium bicarbonate solution, water, and brine. The aqueous layers were combined and back-washed with dichloromethane (2 x). The combined organic layers were then dried over Na₂SO₄, filtered, and evaporated to dryness. The crude product was purified by flash chromatography and MPLC to afford (11.89 g, 47%) as a yellow solid. ¹H NMR (500 MHz, CDCl₃) δ 8.69 (s, 1H), 7.66 (s, 1H), 4.67 (s, 2H), 3.79 (t, J=6.0 Hz, 2H), 3.08 (t, J=5.5 Hz, 2H), 1.51 (s, 9H).

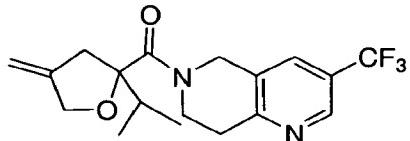
Step I



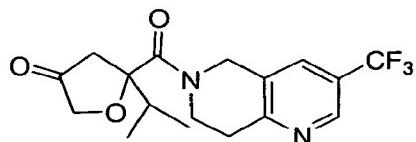
The product described in Step H, Intermediate 8 (11.89 g) was treated with a solution of 4 N HCl in dioxane. The solution was stirred at room temperature for 2 h and then evaporated *in vacuo* to afford Intermediate 8 (10.85 g, 99%) as a yellow powder. LC-MS for C₉H₁₀F₃N₂ calculated 202.07, found [M+H]⁺ 203.0.

INTERMEDIATE 8

5 Intermediate 6 (700 mg, 3.8 mmol) was combined with lithium hydroxide (monohydrate, 240 mg, 5.8 mmol) in THF (8 mL) and methanol (6 mL). The reaction mixture was heated to 85 °C overnight before being cooled and concentrated to a small volume. Ethyl ether and water were added and the aqueous layer was acidified with 2 N HCl. The product was then extracted with ethyl acetate (3 x). The combined organic extracts were washed with brine, 10 dried, and evaporated to dryness to give 530 mg of the desired product (82%).

INTERMEDIATE 9

15 Intermediate 8 (530 mg, 3.11 mmol) was combined with Intermediate 7 (855 mg, 3.11 mmol), PyBrop (1.52 g, 3.26 mmol), and triethylamine (2.61 mL, 18.7 mmol) in DCM (20 mL). The resulting reaction mixture was stirred at room temperature overnight before being filtered. The filtrate was evaporated and the product was purified by MPLC (15% EA/hexanes) 20 to give 719 mg of the desired product (65%). LC-MS C₁₈H₂₁F₃N₂O₂: 354.37; Found 355.

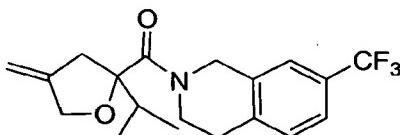
INTERMEDIATE 10

25

- Intermediate 6 (719 mg, 2.03 mmol) was dissolved in pyridine (573 μ L) and DCM (12 mL). The resulting solution was cooled to -78 °C and ozone was bubbled through the solution for 15 min before the ozonide was quenched with methyl sulfide (3 mL). the resulting mixture was allowed to stand at room temperature overnight before being evaporated to dryness.
- 5 The crude material was purified by MPLC (25% EA/hexanes) to give 445 mg of the desired product.

INTERMEDIATE 11

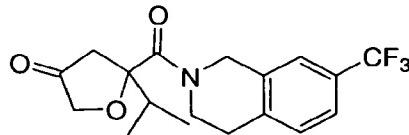
10



Intermediate 11 was synthesized according to the procedure described for the synthesis of Intermediate 9 except that Intermediate 13 was used in place of Intermediate 7.

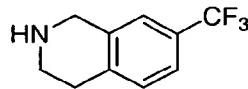
15

INTERMEDIATE 12

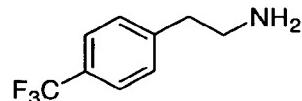


- Intermediate 12 was synthesized according to the procedure described in
- 20 Intermediate 10 except that Intermediate 11 was used in place of Intermediate 9.

INTERMEDIATE 13



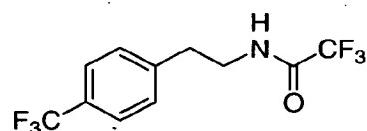
Step A



To a solution of 4- trifluoromethyl phenylacetonitrile (40 g, 215 mmol) in 2N NH₃/MeOH (400 mL) was added Raney Ni (~4.0 g). The reaction mixture was placed in a par-

5 shaker and shook under 50 Lb pressure overnight. The solution was filtered through celite and concentrated *in vacuo* to yield the desired amine (38 g, 95%). ESI-MS calc. For C₉H₁₀F₃N: 189; Found: 190 (M+H).

10 Step B

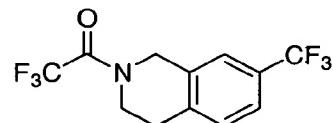


The above amine (Step A, Intermediate 13) (38 g, 200 mmol) and DIEA (52 mL, 300 mmol) were dissolved in DCM (300 mL). The solution was cooled to 0 °C before TFAA

15 (36 mL, 250 mmol) was added slowly. The reaction mixture was stirred in the ice bath for another 10 minutes before warmed up to room temperature. The reaction was completed in 30 minutes and dumped in water and extracted with DCM (2x). The organic layer was washed with 1N HCl and saturated NaCl solution, dried over MgSO₄, and concentrated *in vacuo* to yield the desired amide (56 g, 98%). ESI-MS calc. For C₁₁H₉F₆NO: 285; Found: 286 (M+H).

20

Step C



25 To a mixture of the amide (Step B, Intermediate 13) (73 g, 256 mmol) and paraformaldehyde (11.5 g, 385 mmol) was added 200 mL of acetic acid. The reaction mixture

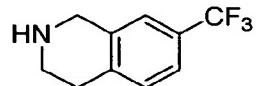
was stirred at room temperature for 5 min before concentrated sulfuric acid (200 mL). An exothermic reaction was observed. After 30 min, TLC showed a complete conversion. The mixture was cooled to RT before poured onto ice water (2000 mL) and extracted with EtOAc (3 x 500 mL). Combined organic layers were washed with water (2x), saturated NaHCO₃, and

5 brine, dried over MgSO₄, filtered, evaporated and dried in vacuum. The desired amide (72.7 g, 96%) was obtained as a light-yellow solid. ¹H NMR (400MHz, CDCl₃) δ 7.22 (q, J=11.67 Hz, 8.46 Hz, 1H), 7.11 (t, J=10.53 Hz, 1H), 7.03 (d, J=11.67 Hz, 1H), 4.79 (d, J=23.57 Hz, 2H), 3.91 (t, J=6.18Hz, 1H), 3.87 (t, J=5.72 Hz, 1H), 2.97 (m, 2H).

ESI-MS calc. For C₁₂H₉F₆NO: 297; Found: 298 (M+H).

10

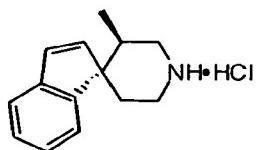
Step D



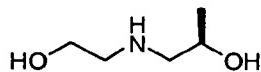
15 The amide (Step C, Intermediate 13) (50 g, 168 mmol) was dissolved in EtOH (200 mL) before solid K₂CO₃ (50 g, 360 mmol) and H₂O (50 mL) were added. The reaction mixture was refluxed for 15 hours before concentrated *in vacuo*. The concentrate was diluted with H₂O (100 mL) and extracted with DCM (5x). Combined organic layers were dried over MgSO₄, filtered, concentrated and purified on FC (10% [aq. NH₄OH/MeOH 1/9]/DCM) to yield
20 the amine (30 g, 89%). ¹H NMR (400MHz, CDCl₃) δ 7.11 (d, J=8.4 Hz, 1H), 7.01 (bd, J=8.4 Hz, 1H), 6.89 (s, 1H), 4.03 (s, 2H), 3.15 (t, J=6.1 Hz, 2H), 2.80 (t, J=5.6 Hz, 2H), 1.80 (s, 1H). ESI-MS calc. For C₁₀H₁₀F₃N: 201; Found: 202 (M+H).

INTERMEDIATE 14

25



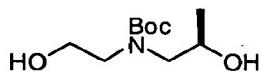
Step A



To a cooled ($0\text{ }^{\circ}\text{C}$) solution of ethanolamine (41.8 g, 0.685 mol) in water (90 mL)
 5 was added neat (*R*)-propylene oxide (4.97 g, 85.6 mmol), dropwise. After 1 h at $0\text{ }^{\circ}\text{C}$ the reaction was allowed to rise to rt and stirred overnight. The reaction mixture was concentrated at $\sim 80\text{ }^{\circ}\text{C}$ in vacuo to remove the water and most of the ethanolamine, to give 11.79 g of crude product, containing some residual ethanolamine. This material was used without further purification in Step B.

10

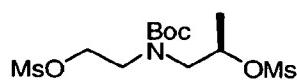
Step B



The diol prepared in Step A (11.8 g crude [$\sim 86\%$ pure], ca. 83 mmol) was
 15 dissolved in DCM (150 mL) and treated with Boc_2O (23.4 g, 107 mmol) in DCM (75 mL) over 15 min. The reaction mixture was stirred over the weekend, concentrated, and purified by MPLC, eluting with 5% MeOH/EtOAc to provide 14.8 g (81%) of product.

Step C

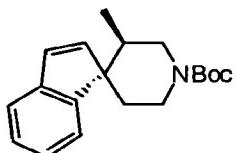
20



To a solution of the Boc-protected diol prepared in Step B (13.2 g, 60.3 mmol) and triethylamine (21.0 mL, 15.3 g, 151 mmol) in DCM (150 mL) at $0\text{ }^{\circ}\text{C}$ was added dropwise methanesulfonyl chloride (9.56 mL, 14.1 g, 125 mmol). The reaction mixture was then stirred
 25 for 1.5 h, diluted with more DCM (100 mL) and washed with 3N HCl (250 mL). The aqueous layer was extracted again with DCM (200 mL), and the organic layers were combined and washed with 1N HCl (250 mL), saturated NaHCO_3 solution (250 mL), and brine (250 mL). The organic layer was dried over MgSO_4 , filtered, and concentrated to give 22.8 g of crude bis-

mesylate, which was used immediately. If not used immediately the bis-mesylate underwent decomposition.

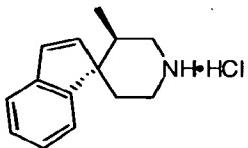
Step D



5

- Indene (7.03 mL, 7.00 g, 60.3 mmol) was added dropwise over 4 min to a 1.0 M THF solution of LHMDS (127 mL, 127 mmol) at 0 °C. After stirring for an additional 30 min., this solution was transferred via cannula to a solution of bis-mesylate (22.6 g, 60.3 mmol),
- 10 prepared as described in Step C above, in THF (75 mL) at 0 °C. The mixture was stirred for 2 h, warmed to rt and stirred overnight. The reaction mixture was partially concentrated and then partitioned between ethyl acetate and water. The organic layer was extracted again with ethyl acetate and the organic layers were combined. The organic phase was then washed with brine, dried over MgSO₄, filtered and concentrated to give 17.3 g of crude product. Purification by
- 15 MPLC, eluting with 15% ethyl acetate/hexane, afforded 9.51 g (53%) of piperidine as a ~3:1 mixture of trans to cis (determined by H NMR). The mixture was crystallized from hot hexane to give 6 g (33%) of pure trans isomer (>20:1 by H NMR).
- H NMR (CDCl₃, 400 MHz): 7.29 (dt, J = 6.4, 1.6 Hz, 1H), 7.20 (m, 3H), 6.83 (d, J = 6.0 Hz, 1H), 6.67 (d, J = 5.6 Hz, 1H), 4.20 (br s, 2H), 2.97 (br t, J = 3.2 Hz, 1H), 2.69 (br t, J = 2.4 Hz, 1H), 2.16 (m, 1H), 2.07 (dt, J = 4.4, 13.2 Hz, 1H), 1.49 (s, 9H), 1.25 (m, 1H), 0.31 (d, J = 6.8 Hz, 3H).

Step E

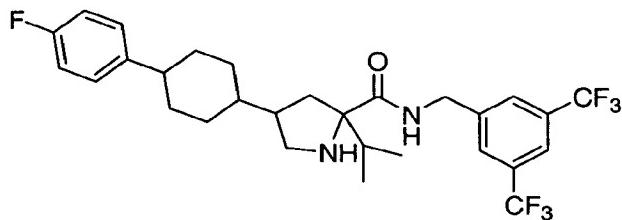


25

The Boc-piperidine prepared in Step D (4.35 g, 14.5 mmol) was dissolved in an anhydrous 4 N HCl solution in dioxane and stirred at rt for 1 h. The reaction mixture was then concentrated to afford 3.81 g of product. EI-MS calc. for C₁₄H₁₇N: 199; Found: 200 (M)⁺.

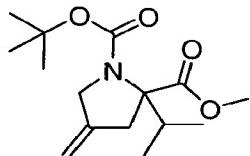
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EXAMPLE 1



10

Step A

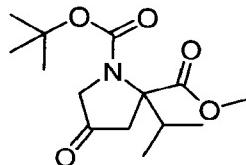


To a solution of N-(*tert*-butoxycarbonyl)-L-valine methyl ester (5g, 22.7 mmol) and 3-chloro-2-chloromethyl -1-propene (2.63 mL, 22.7 mmol) in dry DMF (60 mL) cooled to 0°C with ice/water bath under nitrogen atmosphere was added NaH (1.1 g, 22.7 mmol) and the resulting mixture stirred for 15 minutes. This was then followed by an addition of another 1.1g of NaH for which the reaction was then stirred overnight, allowing to warm to room temperature. The reaction was quenched by pouring the contains into 1N HCl solution (100 mL). Extraction of the aqueous was done with ethyl acetate (250 mL), and the organics were then dried over sodium sulfate, filtered and concentrated *in vacuo*. Purification by flash column chromatography using a stepwise gradient eluant of 5% ethyl acetate/hexane to 20% ethyl acetate/hexane afforded the title compound as a clear oil. (Yield 5.25 g, 85%). ¹H NMR (500 MHz, CDCl₃): 4.98-4.92 (m, 2H), 4.27 (d, J = 14.8 Hz, 1H), 4.02 (br d, J = 14.9 Hz, 1H), 3.68 (s, 3H), 2.82 (br

d, J = 16.3 Hz, 1H), 2.80-2.72 (m, 1H), 2.67 (dd, J = 1.0, 16.3 Hz, 1H), 1.45 (s, 9H), 1.08 (d, J = 6.6 Hz, 3H), 0.86 (d, J = 6.8 Hz, 3H).

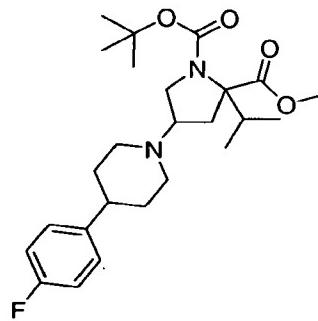
Step B

5



- To a solution of the product from Step A, Example 1 (4.3g, 15.18 mmol) in dry DCM (200 mL) cooled to -78°C with dry ice/acetone bath was bubbled in ozone until the solution remained a slight blue color. Nitrogen gas was then bubbled in to displace the excess ozone which in turn cause the solution to loss its blue color and become clear. The dry ice/acetone bath was removed and methyl sulfide (16.8 mL, 227.73 mmol) was then added and the resulting solution was stirred until the reaction mixture warmed to room temperature. This was done to reduce the formed ozonide to the ketone. The mixture was concentrated *in vacuo* and then azeotroped with toluene until the odor of methyl sulfide was eliminated. No further purification was done and the material was used crude for the next reaction.

Step C

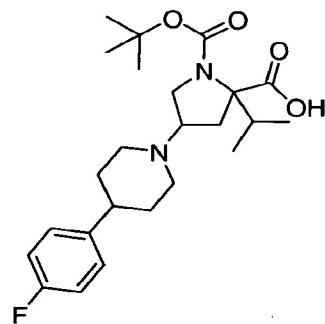


- To a mixture of the compound described in Step B, Example 1 (1.10 g, 3.68 mmol), 4-fluorophenylpiperidine HCl salt (0.79 g, 3.68 mmol), molecular sieve (4Å, 0.5 g), DIEA (642µL, 3.68 mmol) in DCM (50 mL), was added sodium triacetoxyborohydride (3.90 g, 18.38 mmol) and the resulting mixture was stirred overnight at room temperature. The reaction was diluted

with DCM, filtered through celite, and evaporated *in vacuo*. The residue was purified by preparative TLC (6 x 1000 micron, eluant: 0.5% aq. NH₄OH: 5% MeOH: 94.5% DCM) to yield the title compound as a yellow oil. (Yield 710 mg, 43%). LC-MS: calculated for C₂₅H₃₇FN₂O₄ is 448.27; found 471.1 (MNa)⁺ and 349 (MH-Boc)⁺.

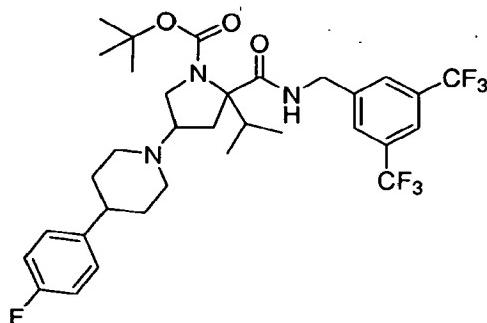
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Step D



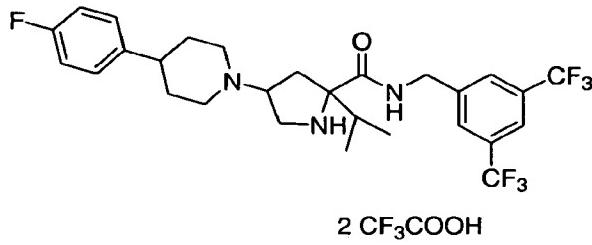
10 To a solution of the product from Step C, Example 1 (270 mg, 0.60 mmol) in THF: methanol: water (1:1:1 solution, 10 mL) was added solid LiOH (73 mg, 3.00 mmol) and the resulting mixture heated to 60°C by oil bath and stirred overnight. The heating was turned off and the reaction mixture was allowed to cool to room temperature. Slow addition of 2N HCl solution was done until the pH of the mixture became neutral (pH~7). The mixture was
15 concentrated *in vacuo* and then the residue was taken up in 97% DCM : 3% isopropanol. The solution was then dried over sodium sulfate, filtered and concentrated *in vacuo* to yield the title compound as an off-white foam. (Yield: 224 mg, 86%). LC-MS: calculated for C₂₄H₃₅FN₂O₄ is 434.27; found 457.2 (MNa)⁺ and 335.2 (MH-Boc)⁺.

20 Step E



A mixture of the acid (described in Step D, Example 1, 100 mg, 0.23 mmol), 3,5-bis(trifluoromethyl)benzylamine hydrochloride (64 mg, 0.23 mmol), DMAP (2 mg, 0.015 mmol), N,N-diisopropyl ethylamine (40 μL , 0.23 mmol) in dichloromethane (10 mL) was treated with 1-[3-(dimethylamino)propyl]-3-ethylcarbodiimide hydrochloride (EDC, 88 mg, 0.46 mmol) and stirred at room temperature overnight. The reaction mixture was diluted with dichloromethane (10 mL), washed with water (2 \times 10 mL), brine (1 \times 15 mL), dried over anhydrous sodium sulfate and the solvent was evaporated. Purification by preparative TLC, eluant: 40% ethyl acetate/ 60% hexane, afforded two separate single isomers (isomer 1, less polar, 25 mg, 18%; isomer 2, more polar, 53 mg, 37%). LC-MS calculated for $\text{C}_{33}\text{H}_{40}\text{F}_7\text{N}_3\text{O}_3$ is 659.3, found 660.2 (MH^+) and 560.2 (MH-Boc^+) for both isomer 1 and isomer 2. ^1H NMR (CDCl_3 , 500 MHz) (for Isomer 1) δ 9.22 (t, J = 5.5 Hz, 1H), 7.78 (s, 1H), 7.69 (s, 2H), 7.19 (dd, J = 5.5, 8.5 Hz, 2H), 6.99 (app t, J = 8.5 Hz, 2H), 4.61 (dd, J = 6.4, 15.8 Hz, 1H), 4.51 (dd, J = 6.4, 15.8 Hz, 1H), 3.73 (dd, J = 7.3, 9.4 Hz, 1H), 3.22 (br d, 11 Hz, 1H), 3.15 (t, J = 10.2 Hz, 1H), 3.06 (p, 7.1 Hz, 1H), 2.96-2.86 (m, 2H), 2.70-2.60 (m, 4H), 1.66-1.56 (m, 1H), 1.45 (s, 9H), 0.90 (d, J = 6.6 Hz, 3H), 0.84 (d, J = 6.8 Hz, 3H).
 ^1H NMR (CDCl_3 , 500 MHz) (for Isomer 2) δ 9.23 (br s, 1H), 7.76 (s, 1H), 7.72 (s, 2H), 7.13-7.06 (m, 2H), 6.98 (app t, J = 8.3 Hz, 2H), 4.65 (ddd, J = 5.6, 15.6, 23 Hz, 1H), 4.50 (ddd, J = 5.6, 15.5, 22.9 Hz, 1H), 4.30 (d, J = 12.3 Hz, 1H), 3.78-3.70 (m, 1H), 3.44-3.35 (m, 1H), 3.23 (br d, 10.5 Hz, 1H), 3.20-3.00 (m, 2H), 2.85 (dd, J = 6.7, 13.5 Hz, 1H), 2.74-2.68 (m, 1H), 2.51-2.42 (m, 1H), 2.12-1.96 (m, 2H), 1.88-1.72 (m, 1H), 1.45 (s, 9H), 0.88 (d, J = 8.0 Hz, 3H), 0.86 (d, J = 8.0 Hz, 3H).

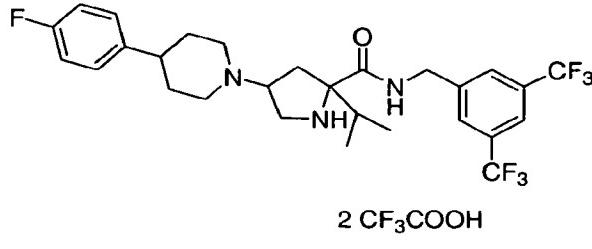
25 Step F

EXAMPLE 1-A

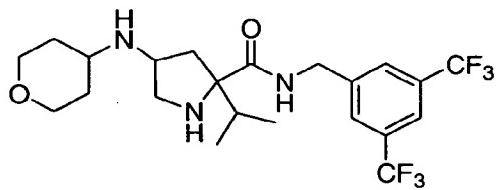
5 To a solution of the product (Isomer 1) from Step E, Example 1 (25 mg, 0.038 mmol) in DCM (1mL) was added TFA (1 mL) and the resulting solution stirred for two hours. TLC showed no starting material left, and therefore, the mixture was concentrated *in vacuo*. The residue was taken up in DCM containing 5% hexane and concentrated again to dryness to give the titled compound as a white solid. (Yield 17 mg, 58%). LC-MS: calculated for C₂₈H₃₂F₇N₃O₁ 10 is 559.27; found 560.2 (MH)⁺.

EXAMPLE 1-B

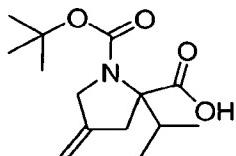
Step G



15 To a solution of the product (Isomer 2) from Step E, Example GJM-1 (60 mg, 0.091 mmol) in DCM (1mL) was added TFA (1 mL) and the resulting solution stirred for two hours. TLC showed no starting material left, and therefore, the mixture was concentrated *in vacuo*. The residue was taken up in DCM containing 5% hexane and concentrated again to dryness to give the titled compound as a white solid. (Yield 42 mg, 70%). LC-MS: calculated for C₂₈H₃₂F₇N₃O₁ is 559.27; found 560.2 (MH)⁺.

EXAMPLE 2

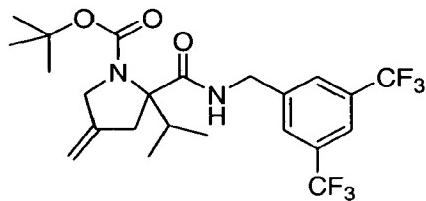
5 Step A



To a solution of the product from Step A, Example 1 (1.0 g, 3.53 mmol) in THF: methanol: water (1:1:1 solution, 40 mL) was added solid LiOH (424 mg, 17.65 mmol) and the resulting mixture heated to 60°C by oil bath and stirred overnight. The heating was turned off and the reaction mixture was allowed to cool to room temperature. Slow addition of 2N HCl solution was done until the pH of the mixture became neutral (pH~7). The mixture was concentrated *in vacuo* and then the residue was taken up in 97% DCM : 3% isopropanol. The solution was then dried over sodium sulfate, filtered and concentrated *in vacuo* to yield the title compound as an oil. (Yield: 826 mg, 87%). ¹H NMR (500 MHz, CDCl₃): 4.98-4.92 (m, 2H), 4.27 (d, J = 14.6 Hz, 1H), 4.04 (br d, J = 14.6 Hz, 1H), 2.82 (br d, J = 15.8 Hz, 1H), 2.80-2.72 (m, 1H), 2.67 (br d, J = 16 Hz, 1H), 1.45 (s, 9H), 1.08 (d, J = 6.8 Hz, 3H), 0.88 (d, J = 6.8 Hz, 3H).

Step B

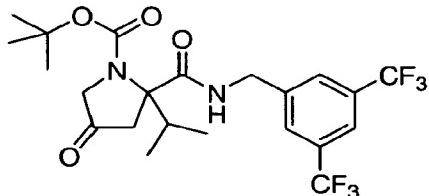
20



A mixture of the acid (described in step A, Example 2, 270 mg, 1.00 mmol), 3,5-bis(trifluoromethyl)benzylamine hydrochloride (280 mg, 1.00 mmol), DMAP (12 mg, 0.10 mmol), N,N-diisopropyl ethylamine (175 μ L, 1.00 mmol) in dichloromethane (10 mL) was treated with 1-[3-(dimethylamino)propyl]-3-ethylcarbodiimide hydrochloride (EDC, 383 mg, 2.00 mmol) and stirred at room temperature overnight.

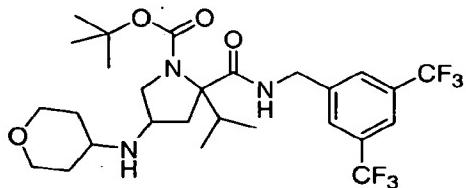
- The reaction mixture was diluted with dichloromethane (10 mL), washed with water (2 x 10 mL), brine (1 x 15 mL), dried over anhydrous sodium sulfate and the solvent was evaporated. Purification by preparative TLC, eluant: 20% ethyl acetate/ 80% hexane, afforded the title compound as a white foam. (Yield 360 mg, 68%). LC-MS calculated for $C_{23}H_{28}F_6N_2O_3$ is 494.2, found 517.2 (MNa^+). 1H NMR (CDCl₃, 500 MHz) δ 9.04 (br s, 1H), 7.76 (s, 1H), 7.67 (s, 2H), 5.05 (s, 1H), 4.96 (s, 1H), 4.58 (dd, J = 6.7, 15.6 Hz, 1H), 4.51 (dd, J = 6.6, 15.7 Hz, 1H), 4.08 (d, J = 14.6 Hz, 1H), 3.94 (d, J = 14.6 Hz, 1H), 3.34 (d, 15.2 Hz, 1H), 3.14 (p, 6.8 Hz, 1H), 2.48 (br d, J = 15.0 Hz, 1H), 1.45 (s, 9H), 0.90 (d, J = 6.7 Hz, 3H), 0.84 (d, J = 6.8 Hz, 3H).

15 Step C



- To a solution of the product from Step B, Example 2 (300 mg, 0.67 mmol) in dry DCM (5 mL) cooled to -78°C with dry ice/acetone bath was bubbled in ozone until the solution remained a slight blue color. Nitrogen gas was then bubbled in to displace the excess ozone which in turn cause the solution to loss its blue color and become clear. The dry ice/acetone bath was removed and methyl sulfide (74 μ L, 10.05 mmol) was then added and the resulting solution was stirred until the reaction mixture warmed to room temperature. This was done to reduce the formed ozonide to the ketone. The mixture was concentrated *in vacuo* and then azeotroped with toluene until the odor of methyl sulfide was eliminated. No further purification was done and the material was used crude for the next reaction.

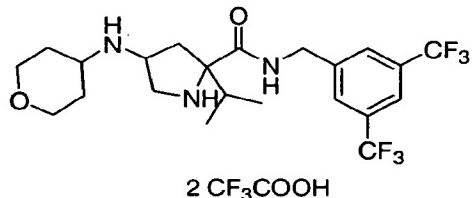
Step D:



To a mixture of the compound described in Step C, Example 2 (240 mg, 0.455 mmol), 4-amino tetrahydrofuran HCl salt (63 mg, 0.455 mmol), molecular sieve (4 \AA , 200 mg), DIEA (70 μL , 0.455 mmol) in DCM (15 mL), was added sodium triacetoxymethoxyborohydride (482 mg, 2.275 mmol) and the resulting mixture was stirred overnight at room temperature. The reaction was diluted with DCM, filtered through celite, and evaporated *in vacuo*. The residue was purified by preparative TLC (1000 micron, eluant: 6% MeOH: 94% DCM) to afford two separate single isomers (isomer 1, less polar, 75 mg, 28%; isomer 2, more polar, 58 mg, 22%). LC-MS calculated for $\text{C}_{27}\text{H}_{37}\text{F}_6\text{N}_3\text{O}_4$ is 581.27, found 582.3 (MH^+) and 482.2 ($(\text{MH}-\text{Boc})^+$) for both isomer 1 and isomer 2.

EXAMPLE 2-A

15 Step E:



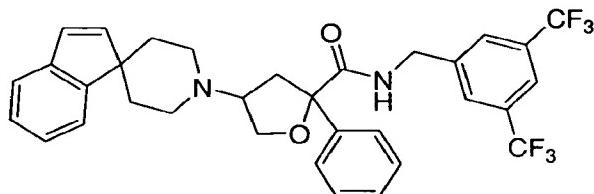
To a solution of the product (isomer 1) from Step D, Example 2 (70 mg, 0.120 mmol) in DCM (1.5mL) was added TFA (1.5 mL) and the resulting solution stirred for two hours. TLC showed no starting material left, and therefore, the mixture was concentrated *in vacuo*. The residue was taken up in DCM containing 5% hexane and concentrated again to dryness to give the titled compound as a white solid. (Yield 79 mg, 93%). LC-MS: calculated for $\text{C}_{22}\text{H}_{29}\text{F}_6\text{N}_3\text{O}_2$ is 481.27; found 482.2 (MH^+).

EXAMPLE 2-B

Step F

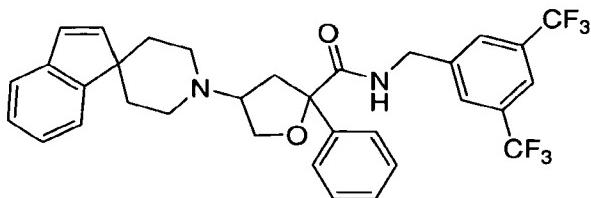


To a solution of the product (isomer 2) from Step D, Example 2 (53 mg, 0.90 mmol) in DCM (1.5mL) was added TFA (1.5 mL) and the resulting solution stirred for two hours. TLC showed no starting material left, and therefore, the mixture was concentrated *in vacuo*. The residue was taken up in DCM containing 5% hexane and concentrated again to dryness to give the titled compound as a white solid. (Yield 60 mg, 94%). LC-MS: calculated for C₂₂H₂₉F₆N₃O₂ is 481.27; found 482.3 (MH)⁺.

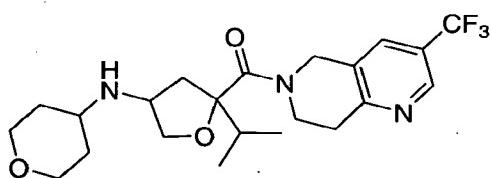
EXAMPLE 3

Intermediate 2 (410 mg, 0.68 mmol) was subject to standard ozonolysis conditions. The resulting ozonide was combined with 4-spiroindene-piperidine hydrochloride (150 mg, 0.68 mmol), diisopropylethylamine (237 μL, 1.36 mmol), sodium triacetoxyborohydride (721 mg, 3.40 mmol), and 4 Å molecular sieves, in DCM. The resulting reaction mixture was stirred for 4 days at room temperature before being filtered through celite and quenched with saturated aqueous sodium bicarbonate. The resulting mixture was washed with water (3 x) and brine and dried over MgSO₄. The resulting material was purified by preparative TLC (60% ethyl acetate/hexanes) to give 11 mg of the desired product.

25

EXAMPLE 4

Example 2 was synthesized according to the procedure described in Example 1,
 5 except that 4-phenyl-piperidine hydrochloride was used in place of 4-spiroindene-piperidine
 hydrochloride.

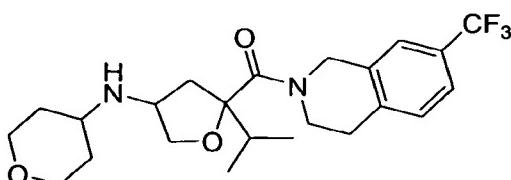
EXAMPLE 5

10

Intermediate 9 (192 mg, 0.538 mmol) was combined with 4-
 aminotetrahydropyran hydrochloride (81.4 mg, 0.592 mmol) and diisopropylethylamine (113
 µL, 0.946 mmol) in Ti(O*i*Pr)₄ (3.5 mL). The resulting solution was stirred overnight at room
 temperature. Sodium borohydride (41 mg, 1.1 mmol) and methanol (2 mL) were added and the
 15 mixture was stirred at room temperature for 30 min. Water was added and the solid was filtered
 off and washed with methanol. The combined filtrates were evaporated to dryness and the crude
 product was extracted with EA (x3) and purified by preparative TLC (10% MeOH/DCM) to give
 12.5 mg of the title compound. LC-MS showed 441 (M+H).

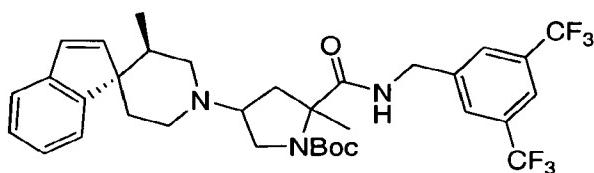
The 4 individual stereoisomers were isolated by HPLC on a ChiralPak AD column.

20

EXAMPLE 6

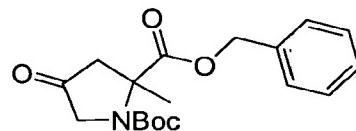
Example 4 was synthesized according to the procedure described in Example 3 except that Intermediate 11 was used in place of Intermediate 9. The cis and trans isomers were separated by Prep TLC (10% MeOH/DCM). LC-MS showed 440 (M+H).

5

EXAMPLE 7

Step A

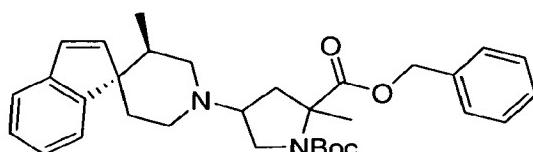
10



Intermediate 4 (502 mg, 1.52 mmol) was dissolved in DCM and cooled to -78 °C. O₃ was bubbled through the solution until the clear/colorless solution turned bluish in color (~20 min). The solution was then purged with nitrogen and dimethylsulfide (1.11 mL, 15.2 mmol) was added and the mixture was allowed to warm to room temperature where it was stirred for 1 h before being concentrated to dryness. Recovered 485 mg.

Step B

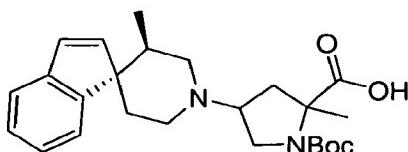
20



The product from Step A (485 mg, 1.52 mmol) was combined with Intermediate 14 (538 mg, 2.28 mmol), sodium triacetoxyborohydride (644 mg, 3.04 mmol), 4 Å molecular sieves, and triethylamine (316 µL, 2.28 mmol) in DCM (20 mL). The resulting reaction mixture was stirred at room temperature for 3 days. The reaction mixture was filtered through celite,

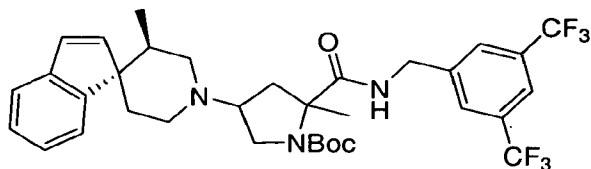
washed with saturated sodium bicarbonate and brine. The organic layer was dried over MgSO₄ and concentrated. The product was purified by prep TLC (0.2% NH₄OH/1.8% MeOH/98% DCM) to give 367 mg of the desired product. ESI-MS calc for C₃₂H₄₀N₂O₄ = 516; found 517.3.

5 Step C

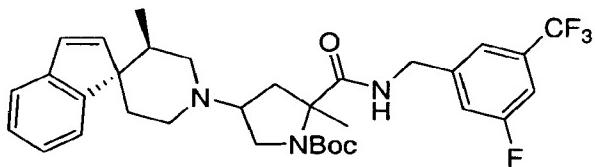


The product from Step B (359 mg, 0.696 mmol) was dissolved in MeOH (3mL) and THF (3 mL). A solution of lithium hydroxide (monohydrate) (33 mg, 0.79 mmol) in water (3 mL) was added. The resulting reaction mixture was heated to 60 °C. After 24 h an additional quantity of lithium hydroxide (17 mg, 0.41 mmol) was added. The resulting reaction mixture was stirred for an additional 24 h before being cooled to 0 °C, where 1.0 M HCl in ether (1.2 mL) was added. The solution was concentrated to give 296 mg of the desired product.

15 Step D

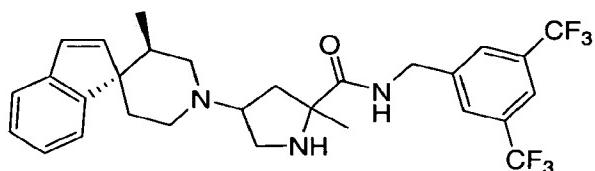


The product from Step C (148 mg, 0.347 mmol) was combined with 3,5-bis(trifluoromethyl)benzylamine hydrochloride (195 mg, 0.695 mmol), EDC (133 mg, 0.695 mmol), and triethylamine (96 µL, 0.70 mmol) in DCM (10 mL). The resulting solution was stirred overnight at room temperature. The reaction mixture was concentrated and the product was purified by prep TLC (0.5% NH₄OH/4.5% MeOH/95% DCM) to give 128 mg of the desired product. ESI-MS calculated for C₃₄H₃₉N₃O₃F₆ = 651; found 652.3.

EXAMPLE 8

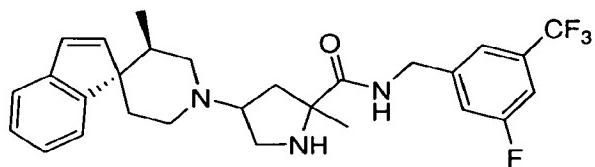
5 Example 8 was prepared according to the procedure described from Example 7 except that 3,5-bis(trifluoromethyl)benzylamine hydrochloride was replaced with 3-fluoro-5-trifluoromethylbenzylamine hydrochloride in Step D. Recovered 123 mg. ESI-MS calculated for C₃₃H₃₉N₃O₃F₄ = 601; found 602.35.

10

EXAMPLE 9

15 Example 7 (120 mg, 0.184 mmol) was dissolved in 4 M HCl in dioxane (1 mL) and was stirred at room temperature for several hours before being concentrated to dryness. Recovered 114 mg of the desired HCl salt. ESI-MS calculated for C₂₉H₃₁N₃OF₆ = 551; found 552.25

20

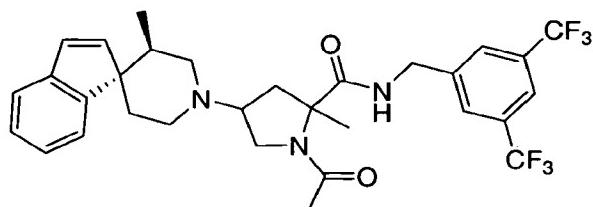
EXAMPLE 10

Example 8 (116 mg, 0.193 mmol) was dissolved in 4 M HCl in dioxane (1 mL) and was stirred at room temperature for several hours before being concentrated to dryness.

Recovered 82 mg of the desired HCl salt. ESI-MS calculated for C₂₉H₃₁N₃O₆ = 501; found 502.3

EXAMPLE 11

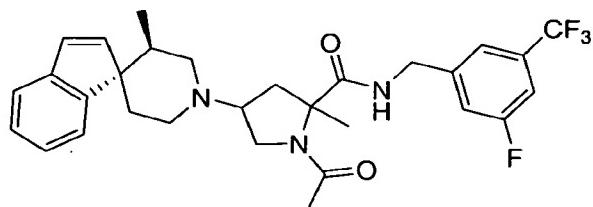
5



Example 9 (20 mg, 0.36) was dissolved in DCM (2 mL) and pyridine (51 µL, 0.73) was added followed by acetic anhydride (34 µL, 0.36 mmol). the reaction mixture was
10 allowed to stir at room temperature. After ~18 h the mixture was concentrated and the product was purified by prep TLC (02.% NH₄OH/1.8% MeOH/98% DCM) to give 17 mg of the desired product. ESI-MS calculated for C₃₁H₃₃N₃O₂F₆ = 593; found 594.2.

EXAMPLE 12

15



Example 12 was prepared according to the procedure described for Example 11,e
xcept that Example 9 was replaced with Example 10. Recovered 18 mg. ESI-MS calcualted for
20 C₃₀H₃₃N₃O₂F₄ = 543; found 544.3.

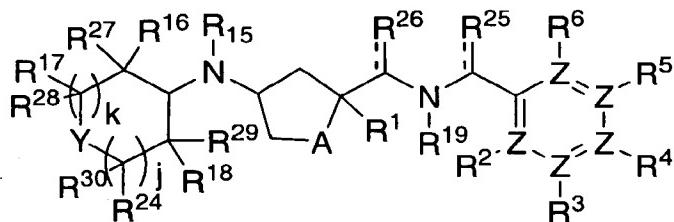
While the invention has been described and illustrated with reference to certain particular embodiments thereof, those skilled in the art will appreciate that various adaptations, changes, modifications, substitutions, deletions, or additions of procedures and protocols may be made without departing from the spirit and scope of the invention. For example, effective

dosages other than the particular dosages as set forth herein above may be applicable as a consequence of variations in the responsiveness of the mammal being treated for any of the indications with the compounds of the invention indicated above. Likewise, the specific pharmacological responses observed may vary according to and depending upon the particular active compounds selected or whether there are present pharmaceutical carriers, as well as the type of formulation and mode of administration employed, and such expected variations or differences in the results are contemplated in accordance with the objects and practices of the present invention. It is intended, therefore, that the invention be defined by the scope of the claims which follow and that such claims be interpreted as broadly as is reasonable.

WHAT IS CLAIMED IS:

1. A compound of Formula I:

5



I

wherein:

10

A is selected from: -O-, -N(R²⁰)-, -S-, -SO-, -SO₂-, -N(SO₂R¹⁴)-, and -N(COR¹³)-;Y is selected from: -O-, -N(R²⁰)-, -S-, -SO-, -SO₂-, -C(R²¹)(R²²)-, -N(SO₂R¹⁴)-, -N(COR¹³)-, -C(R²¹)(COR¹¹)-, -C(R²¹)(OCOR¹⁴)- and -CO-;

15

Z is C or N, where no more than three Z are N.

R¹ is selected from: hydrogen, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -S-C₁₋₆alkyl, -SO-C₁₋₆alkyl, -SO₂-C₁₋₆alkyl, -SO₂NR¹²R¹², -NR¹²-SO₂-NR¹²R¹², -(C₀₋₆alkyl)-(C₃₋₇cycloalkyl)-(C₀₋₆alkyl), -CN, -NR¹²R¹², -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -COR¹¹, -CONR¹²R¹², -NR¹²CONR¹²R¹², -O-CO-C₁₋₆alkyl, -O-CO₂-C₁₋₆alkyl, hydroxy, heterocycle and phenyl;

where said alkyl and cycloalkyl are unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -CONR¹²R¹², -NR¹²CONR¹²R¹², -COR¹¹, -SO₂R¹⁴, -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -heterocycle, =O, -

CN, phenyl, $-\text{SO}_2\text{NR}^{12}\text{R}^{12}$, $-\text{NR}^{12}-\text{SO}_2-\text{NR}^{12}\text{R}^{12}$, $-\text{S-C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro, $-\text{SO-C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro, $-\text{SO}_2\text{C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro and $-\text{O-COR}^{13}$,

5 where said phenyl and heterocycle are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, $-\text{COR}^{11}$, $\text{C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro, and $\text{C}_1\text{-}3\text{alkoxy}$ unsubstituted or substituted with 1-6 fluoro;

10 R^2 is selected from: hydrogen, $\text{C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-3 fluoro, $-\text{O-C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R^2 is C, or R^2 is absent or is O when the Z bonded to R^2 is N;

15 R^3 is selected from: hydrogen, $\text{C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-3 fluoro, $-\text{O-C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R^3 is C, or R^3 is absent or is O when the Z bonded to R^3 is N;

20 R^4 is selected from: hydrogen, $\text{C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-3 fluoro, $-\text{O-C}_1\text{-}3\text{alkyl}$ unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R^4 is C, or R^4 is absent or is O when the Z bonded to R^4 is N;

25 R^5 is selected from: -heterocycle, -CN, $-\text{COR}^{11}$, $\text{C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with one or more substituents selected from 1-6 fluoro and hydroxyl, $-\text{O-C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro, $-\text{CO-C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro, $-\text{S-C}_1\text{-}6\text{alkyl}$ unsubstituted or substituted with 1-6 fluoro, -pyridyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, $\text{C}_{1-4}\text{alkyl}$ and COR^{11} , fluoro, chloro, bromo, $-\text{C}_4\text{-}6\text{cycloalkyl}$, $-\text{O-C}_4\text{-}6\text{cycloalkyl}$, phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, $\text{C}_{1-4}\text{alkyl}$ and COR^{11} , $-\text{O-phenyl}$ unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, $\text{C}_{1-4}\text{alkyl}$ and COR^{11} , $-\text{C}_3\text{-}6\text{cycloalkyl}$ unsubstituted or substituted with 1-6 fluoro and $-\text{O-C}_3\text{-}$

ϵ cycloalkyl unsubstituted or substituted with 1-6 fluoro, when the Z bonded to R⁵ is C, or R⁵ is absent or is O when the Z bonded to R⁵ is N;

R⁶ is selected from: hydrogen, C₁-3alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁-3alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R⁶ is C, or R⁶ is absent or is O when the Z bonded to R⁶ is N;

R¹¹ is independently selected from: hydroxy, hydrogen, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

R¹² is selected from: hydrogen, C₁-6 alkyl, benzyl, phenyl, and C₃-6 cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

or, separate R¹² groups residing on the same or adjacent atoms together are C₁-7alkyl to form a ring, said C₁-7alkyl being unsubstituted or substituted with with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

R¹³ is selected from: hydrogen, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl and trifluoromethyl;

R¹⁴ is selected from: hydroxy, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6

substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆alkyl, and trifluoromethyl;

R¹⁵ is selected from: hydrogen and C₁₋₆alkyl, which is unsubstituted or substituted with 1-3

- 5 substituents independently selected from: halo, hydroxy, -CO₂H, -CO₂C₁₋₆alkyl, and -O-C₁₋₃alkyl;

R¹⁶ is selected from: hydrogen, C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents

selected from: fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹, fluoro, -O-C₁₋₃alkyl unsubstituted or

- 10 substituted with 1-3 fluoro, C₃₋₆ cycloalkyl, -O-C₃₋₆cycloalkyl, hydroxy, -COR¹¹ and -OCOR¹³,

or, R¹⁵ and R¹⁶ join to form a 5-7 membered ring where R¹⁵ and R¹⁶ together are C₂₋₄alkyl or C₀₋₂alkyl-O-C₁₋₃alkyl;

- 15 R¹⁷ is selected from: hydrogen, C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹, COR¹¹, hydroxy, and -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxy, and -COR¹¹, or R¹⁷ is absent when R²⁸ is O joined to a ring carbon via a double bond;

- 20 or, R¹⁶ and R¹⁷ join to form a 3-6 membered ring, where R¹⁶ and R¹⁷ together are C₁₋₄alkyl or C₀₋₃alkyl-O-C₀₋₃alkyl;

or, R²⁴ and R¹⁷ join to form a 3-6 membered ring, where R²⁴ and R¹⁷ together are C₁₋₄alkyl or C₀₋₃alkyl-O-C₀₋₃alkyl;

- 25 R¹⁸ is selected from: hydrogen, C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, fluoro, -O-C₃₋₆cycloalkyl and -O-C₁₋₃alkyl unsubstituted or substituted with 1-6 fluoro;

or, R¹⁶ and R¹⁸ join to form a 5-6 membered ring where R¹⁶ and R¹⁸ together are C₂₋₃alkyl, where said alkyl is unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxy, -COR¹¹, C₁₋₃alkyl, and C₁₋₃alkoxy;

5 or, R¹⁶ and R¹⁸ join to form a 6-8 membered ring, where R¹⁶ and R¹⁸ together are C₁₋₂alkyl-O-C₁₋₂alkyl, where said alkyl is unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxy, -COR¹¹, C₁₋₃alkyl and C₁₋₃alkoxy;

or, R¹⁶ and R¹⁸ join to form a 6-7 membered ring, where R¹⁶ and R¹⁸ together are -O-C₁₋₂alkyl-O-, where said alkyl is unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxy, -COR¹¹, C₁₋₃alkyl and C₁₋₃alkoxy;

R¹⁹ is selected from: hydrogen, phenyl and C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁₋₃alkyl;

15 or, R² and R¹⁹ join to form a heterocycle ring, where R² and R¹⁹ are selected from -CH₂(CR³¹R³¹)₁₋₃-, -CH₂-NR³²-, -NR²⁰-CR³¹R³¹-, -CH₂O-, -CH₂SO₂-, -CH₂SO-, -CH₂S- and -CR³¹R³¹-;

20 R²⁰ is selected from: hydrogen, C₁₋₆ alkyl, benzyl, phenyl, C₃₋₆ cycloalkyl where the alkyl, phenyl, benzyl, and cycloalkyl groups can be unsubstituted or substituted with 1-6 substituents where the substituents are independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

25 R²¹ and R²² are independently selected from: hydrogen, hydroxy, C₁₋₆ alkyl, -O-C₁₋₆alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl, where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

R^{24} is selected from: hydrogen, COR¹¹, hydroxyl, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxy, and -COR¹¹, and C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹;

5 R^{25} and R^{26} are independently selected from: =O, hydrogen, phenyl and C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁₋₃alkyl;

10 R^{27} , R^{28} , R^{29} , and R^{30} are independently selected from: hydrogen, COR¹¹, hydroxy, C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹, and -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 substituents selected from fluoro, C₁₋₃alkoxy, hydroxyl and -COR¹¹;

15 R^{31} is independently selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxy, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹², hydroxy, halo, -NR¹²R¹², -COR¹¹, -CONR¹²R¹², -NR¹²COR¹³, -OCONR¹²R¹², -NR¹²CONR¹²R¹², -heterocycle, -CN, -NR¹²-SO₂-NR¹²R¹², -NR¹²-SO₂-R¹⁴, and -SO₂-NR¹²R¹², or one R^{31} is =O when the other R^{31} is absent;

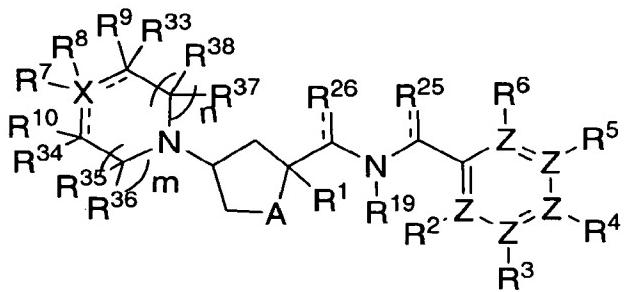
20 R^{32} is selected from: hydrogen, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹² and C₁₋₃alkyl unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxyl;

j and k are independently 0, 1 or 2;

25 a dashed line represents an optional single bond, whereby a dashed line used in conjunction with a solid line represents either a single or a double bond;

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

2. A compound of Formula II:



5

II

wherein:

10 A is selected from: -O-, -N(R²⁰)-, -S-, -SO-, -SO₂-, -N(SO₂R¹⁴)-, and -N(COR¹³)-;X is selected from O, N, S, SO₂ and C;

Z is C or N, where no more than three Z are N.

15

R¹ is selected from: hydrogen, -C₁₋₆alkyl, -O-C₁₋₆alkyl, -S-C₁₋₆alkyl, -SO-C₁₋₆alkyl, -SO₂-C₁₋₆alkyl, -SO₂NR¹²R¹², -NR¹²-SO₂-NR¹²R¹², -(C₀₋₆alkyl)-(C₃₋₇cycloalkyl)-(C₀₋₆alkyl), -CN, -NR¹²R¹², -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -COR¹¹, -CONR¹²R¹², -NR¹²CONR¹²R¹², -O-CO-C₁₋₆alkyl, -O-CO₂-C₁₋₆alkyl, hydroxy, heterocycle and phenyl;

20

where said alkyl and cycloalkyl are unsubstituted or substituted with 1-7 substituents independently selected from: halo, hydroxy, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -CONR¹²R¹², -NR¹²CONR¹²R¹², -COR¹¹, -SO₂R¹⁴, -NR¹²COR¹³, -NR¹²SO₂R¹⁴, -heterocycle, =O, -CN, phenyl, -SO₂NR¹²R¹², -NR¹²-SO₂-NR¹²R¹², -S-C₁₋₆alkyl unsubstituted or

substituted with 1-6 fluoro, -SO-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -SO₂-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro and -O-COR¹³,

5 where said phenyl and heterocycle are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, -COR¹¹, C₁₋₃alkyl unsubstituted substituted with 1-6 fluoro, and C₁₋₃alkoxy unsubstituted or substituted with 1-6 fluoro;

10 R² is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R² is C, or R² is absent or is O when the Z bonded to R² is N;

15 R³ is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R³ is C, or R³ is absent or is O when the Z bonded to R³ is N;

20 R⁴ is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R⁴ is C, or R⁴ is absent or is O when the Z bonded to R⁴ is N;

25 R⁵ is selected from: C₁₋₆alkyl unsubstituted or substituted with one or more substituents selected from 1-6 fluoro and hydroxyl, -O-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -CO-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -S-C₁₋₆alkyl unsubstituted or substituted with 1-6 fluoro, -pyridyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁₋₄alkyl and COR¹¹, fluoro, chloro, bromo, -C₄₋₆cycloalkyl, -O-C₄₋₆cycloalkyl, phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁₋₄alkyl and COR¹¹, -O-phenyl unsubstituted or substituted with one or more substituents selected from halo, trifluoromethyl, C₁₋₄alkyl and COR¹¹, -C₃₋₆cycloalkyl unsubstituted or substituted with 1-6 fluoro, -O-C₃₋₆cycloalkyl

unsubstituted or substituted with 1-6 fluoro, -heterocycle, -CN and -COR¹¹, when the Z bonded to R⁵ is C, or R⁵ is absent or is O when the Z bonded to R⁵ is N;

R⁶ is selected from: hydrogen, C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, -O-C₁₋₃alkyl unsubstituted or substituted with 1-3 fluoro, hydroxy, chloro, fluoro, bromo, phenyl and heterocycle, when the Z bonded to R⁶ is C, or R⁶ is absent or is O when the Z bonded to R⁶ is N;

R⁷ is selected from: hydrogen, (C₀₋₆alkyl)-phenyl, (C₀₋₆alkyl)-heterocycle, (C₀₋₆alkyl)-C₃₋₇cycloalkyl, (C₀₋₆alkyl)-COR¹¹, (C₀₋₆alkyl)-(alkene)-COR¹¹, (C₀₋₆alkyl)-SO₃H, (C₀₋₆alkyl)-W-C₀₋₄alkyl, (C₀₋₆alkyl)-CONR¹²-phenyl and (C₀₋₆alkyl)-CONR²³-V-COR¹¹, when X is C or N, or R⁷ is absent when X is O, S, or SO₂,

where W is selected from: a single bond, -O-, -S-, -SO-, -SO₂-, -CO-, -CO₂-, CONR¹²- and -NR¹²-,

where V is selected from C₁₋₆alkyl and phenyl,
where said C₀₋₆alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, hydroxy, -C₀₋₆alkyl, -O-C₁₋₃alkyl, trifluoromethyl and -C₀₋₂alkyl-phenyl,

where said phenyl, heterocycle, cycloalkyl or C₀₋₄alkyl is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C₁₋₃alkyl, -O-C₁₋₃alkyl, -C₀₋₃-COR¹¹, -CN, -NR¹²R¹², -CONR¹²R¹² and -C₀₋₃-heterocycle, ~~or said phenyl or said heterocycle is fused to a second heterocycle, said second heterocycle being unsubstituted or substituted with 1-2 substituents independently selected from hydroxy, halo, -COR¹¹, and -C₁₋₃alkyl,~~

where said alkene is unsubstituted or substituted with 1-3 substituents independently selected from halo, trifluoromethyl, C₁₋₃alkyl, phenyl and heterocycle;

R⁸ is selected from: hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, -COR¹¹,

5 -CONR¹²R¹² and -CN, when X is C, or R⁸ is absent when X is O, S, SO₂ or N or when a double bond joins the carbons to which R⁷ and R¹⁰ are attached;

or, R⁷ and R⁸ join to form a ring selected from: 1H-indene, 2,3-dihydro-1H-indene, 2,3-dihydrobenzofuran, 1,3-dihydro-isobenzofuran, 2,3-dihydro-benzothiofuran, 1,3-dihydro-

10 isobenzothiofuran, 6H-cyclopenta[d]isoxazol-3-ol, cyclopentane and cyclohexane, where said ring is unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy, C₁₋₃alkyl, -O-C₁₋₃alkyl, -C₀₋₃-COR¹¹, -CN, -NR¹²R¹², -CONR¹²R¹² and -C₀₋₃-heterocycle;

15 R⁹ and R¹⁰ are independently selected from: hydrogen, hydroxy, C₁₋₆alkyl, C₁₋₆alkyl-COR¹¹, C₁₋₆alkyl-hydroxy, -O-C₁₋₃alkyl, =O, and halo;

or, R⁷ and R⁹, or R⁸ and R¹⁰, join to form a ring which is phenyl or heterocycle,

wherein said ring is unsubstituted or substituted with 1-7 substituents independently selected

20 from: halo, trifluoromethyl, hydroxy, C₁₋₃alkyl, -O-C₁₋₃alkyl, -COR¹¹, -CN, -NR¹²R¹² and -CONR¹²R¹²;

R¹¹ is independently selected from: hydroxy, hydrogen, C₁₋₆ alkyl, -O-C₁₋₆alkyl, benzyl, phenyl and C₃₋₆ cycloalkyl, where the alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or

25 substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, C₁₋₃alkoxy, -CO₂H, -CO₂-C₁₋₆ alkyl, and trifluoromethyl;

R¹² is selected from: hydrogen, C₁₋₆ alkyl, benzyl, phenyl, and C₃₋₆ cycloalkyl, where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6

substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

or, separate R¹² groups residing on the same or adjacent atoms together are C₁-7alkyl to form a
 5 ring, said C₁-7alkyl being unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

R¹³ is selected from: hydrogen, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl,
 10 where said alkyl, phenyl, benzyl and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl and trifluoromethyl;

R¹⁴ is selected from: hydroxy, C₁-6 alkyl, -O-C₁-6alkyl, benzyl, phenyl and C₃-6 cycloalkyl,
 15 where said alkyl, phenyl, benzyl, and cycloalkyl groups are unsubstituted or substituted with 1-6 substituents independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

R¹⁹ is selected from: hydrogen, phenyl and C₁-6alkyl unsubstituted or substituted with 1-6
 20 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁-3alkyl;

or, R² and R¹⁹ join to form a heterocycle ring, where R² and R¹⁹ are selected from -
 CH₂(CR³¹R³¹)₁₋₃-, -CH₂-NR³²-, -NR²⁰-CR³¹R³¹-, -CH₂O-, -CH₂SO₂-, -CH₂SO-, -CH₂S- and -
 CR³¹R³¹-;

25 R²⁰ is selected from: hydrogen, C₁-6 alkyl, benzyl, phenyl, C₃-6 cycloalkyl where the alkyl, phenyl, benzyl, and cycloalkyl groups can be unsubstituted or substituted with 1-6 substituents where the substituents are independently selected from: halo, hydroxy, C₁-3alkyl, C₁-3alkoxy, -CO₂H, -CO₂-C₁-6 alkyl, and trifluoromethyl;

30

R^{23} is hydrogen or $C_{1-4}alkyl$, or where R^{23} is joined via $C_{1-5}alkyl$ to one of the carbons of V to form a ring;

5 R^{25} and R^{26} are independently selected from: =O, hydrogen, phenyl and $C_{1-6}alkyl$ unsubstituted or substituted with 1-6 substituents selected from: -COR¹¹, hydroxy, fluoro, chloro and -O-C₁₋₃alkyl;

10 R^{31} is independently selected from: hydrogen, $C_{1-3}alkyl$ unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxy, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹², hydroxy, halo, -NR¹²R¹², -COR¹¹, -CONR¹²R¹², -NR¹²COR¹³, -OCONR¹²R¹², -NR¹²CONR¹²R¹², -heterocycle, -CN, -NR¹²-SO₂-NR¹²R¹², -NR¹²-SO₂-R¹⁴, -SO₂-NR¹²R¹², and =O ;

15 R^{32} is selected from: hydrogen, COR¹³, SO₂R¹⁴, SO₂NR¹²R¹² and $C_{1-3}alkyl$ unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxyl;

20 R^{33} and R^{34} are independently selected from: hydrogen, hydroxy, $C_{1-6}alkyl$, $C_{1-6}alkyl$ -COR¹¹, $C_{1-6}alkyl$ -hydroxy, -O-C₁₋₃alkyl, trifluoromethyl and halo, or R^{33} and R^{34} are absent when the carbon to which they are bound unsaturated;

25 R^{35} and R^{38} are independently selected from: hydrogen, hydroxy, $C_{1-6}alkyl$, $C_{1-6}alkyl$ -COR¹¹, $C_{1-6}alkyl$ -hydroxy, -O-C₁₋₃alkyl, trifluoromethyl and halo;

30 R^{36} and R^{37} are independently selected from: hydroxy, $C_{1-6}alkyl$, $C_{1-6}alkyl$ -COR¹¹, $C_{1-6}alkyl$ -hydroxy, -O-C₁₋₃alkyl, halo and hydrogen, where said alkyl is unsubstituted or substituted with 1-6 substituents independently selected from fluoro and hydroxyl;

35 or, R^{36} and R^{37} join to form a ring, where R^{36} and R^{37} together are selected from - $C_{1-4}alkyl$ -,- $C_{0-2}alkyl$ -O- $C_{1-3}alkyl$ - and - $C_{1-3}alkyl$ -O- $C_{0-2}alkyl$ -; where said alkyls are unsubstituted or

substituted with 1-2 substituents selected from of oxy, fluoro, hydroxy, methoxy, methyl or trifluoromethyl;

m is 0, 1 or 2;

5

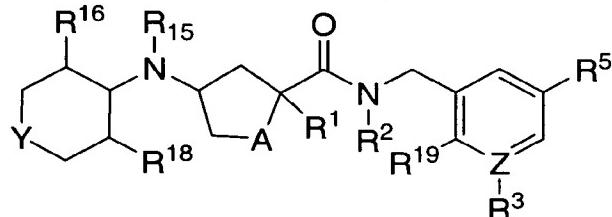
n is 1 or 2;

a dashed line represents an optional single bond, whereby a dashed line used in conjunction with a solid line represents either a single or a double bond;

10

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

3. The compound of claim 1 having the Formula Ia:



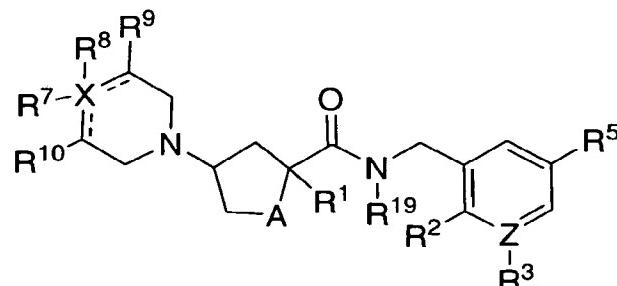
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Ia

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

20

4. The compound of claim 2 having the Formula IIa:

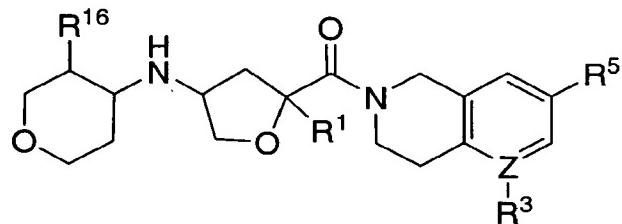


IIa

and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

5. The compound of claim 1 having the Formula Ib:

5



Ib

10 and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

6. The compound of claim 1, wherein A is N or O.

15

7. The compound of claim 2, wherein A is N or O.

7. The compound of claim 2, wherein X is N, O or C.

15

8. The compound of claim 1, wherein Y is O or C.

20

9. The compound of claim 1, wherein Z is N or C.

10. The compound of claim 2, wherein Z is N or C.

11. The compound of claim 1, wherein R¹ is selected from: -C1-6alkyl
25 unsubstituted or substituted with 1-6 substituents independently selected from halo, hydroxy, -O-C1-3alkyl and trifluoromethyl, -C0-6alkyl-O-C1-6alkyl- unsubstituted or substituted with 1-6 substituents independently selected from halo and trifluoromethyl, -C0-6alkyl-S-C1-6alkyl-

unsubstituted or substituted with 1-6 substituents independently selected from halo and trifluoromethyl, -(C₃₋₅cycloalkyl)-(C₀₋₆alkyl) unsubstituted or substituted with 1-7 substituents independently selected from halo, hydroxy, -O-C₁₋₃alkyl and trifluoromethyl, phenyl unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxyl,
5 C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl, and heterocycle unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxyl, C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl.

12. The compound of claim 2, wherein R¹ is selected from: -C₁₋₆alkyl
10 unsubstituted or substituted with 1-6 substituents independently selected from halo, hydroxy, -O-C₁₋₃alkyl and trifluoromethyl, -C₀₋₆alkyl-O-C₁₋₆alkyl- unsubstituted or substituted with 1-6 substituents independently selected from halo and trifluoromethyl, -C₀₋₆alkyl-S-C₁₋₆alkyl- unsubstituted or substituted with 1-6 substituents independently selected from halo and trifluoromethyl, -(C₃₋₅cycloalkyl)-(C₀₋₆alkyl) unsubstituted or substituted with 1-7 substituents
15 independently selected from halo, hydroxy, -O-C₁₋₃alkyl and trifluoromethyl, phenyl unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxyl, C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl, and heterocycle unsubstituted or substituted with 1-3 substituents independently selected from halo, hydroxyl, C₁₋₃alkyl, C₁₋₃alkoxy and trifluoromethyl.

20

13. The compound of claim 1, wherein R² is H, or wherein R² and R¹⁹ together are C₂-alkyl.

14. The compound of claim 2, wherein R² is H, or wherein R² and R¹⁹ together are C₂-alkyl.

15. The compound of claim 1, wherein when Z is C, R³ is selected from: hydrogen, trifluoromethyl, trifluoromethoxy, hydroxy, chloro, fluoro, bromo and phenyl.

16. The compound of claim 2, wherein when Z is C, R³ is selected from: hydrogen, trifluoromethyl, trifluoromethoxy, hydroxy, chloro, fluoro, bromo and phenyl.

17. The compound of claim 1, wherein when Z is N, R³ is O or is
5 absent.

18. The compound of claim 2, wherein when Z is N, R³ is O or is absent.

10 19. The compound of claim 1, wherein when R⁵ is selected from: hydrogen, trifluoromethyl, trifluoromethoxy, hydroxy, chloro, fluoro, bromo and phenyl.

20. The compound of claim 2, wherein when R⁵ is selected from: hydrogen, trifluoromethyl, trifluoromethoxy, hydroxy, chloro, fluoro, bromo and phenyl.

15 21. The compound of claim 2, wherein R⁷ is selected from phenyl, heterocycle, C₃₋₇cycloalkyl, C₁₋₆alkyl, -COR¹¹ and -CONH-V-COR¹¹, where V is C₁₋₆alkyl or phenyl, and where said phenyl, heterocycle, C₃₋₇cycloalkyl and C₁₋₆alkyl are unsubstituted or substituted with 1-5 substituents independently selected from: halo, trifluoromethyl, hydroxy,
20 C₁₋₃alkyl, -O-C₁₋₃alkyl, -COR¹¹, -CN, -heterocycle and -CONR¹²R¹².

22. The compound of claim 2, wherein R⁷ is selected from phenyl, heterocycle, C₁₋₄alkyl, -COR¹¹ and -CONH-V-COR¹¹, where V is C₁₋₆alkyl or phenyl, and where said phenyl, heterocycle, and C₁₋₄alkyl are unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁₋₃alkyl, -O-C₁₋₃alkyl, -COR¹¹ and -heterocycle.

23. The compound of claim 2, wherein R⁷ is selected from: hydrogen, -COR¹¹, -CONHCH₃, phenyl and heterocycle.

24. The compound of claim 2, wherein when X is C, R⁸ is selected from: hydrogen, hydroxy, -CN, and fluoro.

25. The compound of claim 2, wherein R⁷ and R⁸ join to form a ring selected from 1H-indene and 2,3-dihydro-1H-indene, where said ring is unsubstituted or substituted with 1-3 substituents independently selected from: halo, hydroxy, C₁-3alkyl, -O-C₁-3alkyl, -COR¹¹ and -heterocycle.

26. The compound of claim 2, wherein R⁹ and R¹⁰ are independently selected from: hydrogen, hydroxy, -CH₃, -O-CH₃ and =O.

In certain embodiments of the present invention R¹⁶ is selected from: hydrogen, -O-C₁-3alkyl, fluoro, hydroxyl, and C₁-3alkyl unsubstituted or substituted with 1-6 fluoro.

27. The compound of claim 1, wherein R¹⁶ is selected from: hydrogen, trifluoromethyl, methyl, methoxy, ethoxy, ethyl, fluoro and hydroxy.

28. The compound of claim 1, wherein R¹⁸ is selected from: hydrogen, methyl and methoxy.

29. The compound of claim 1, wherein R¹⁶ and R¹⁸ together are -CH₂CH₂- or -CH₂CH₂CH₂-.

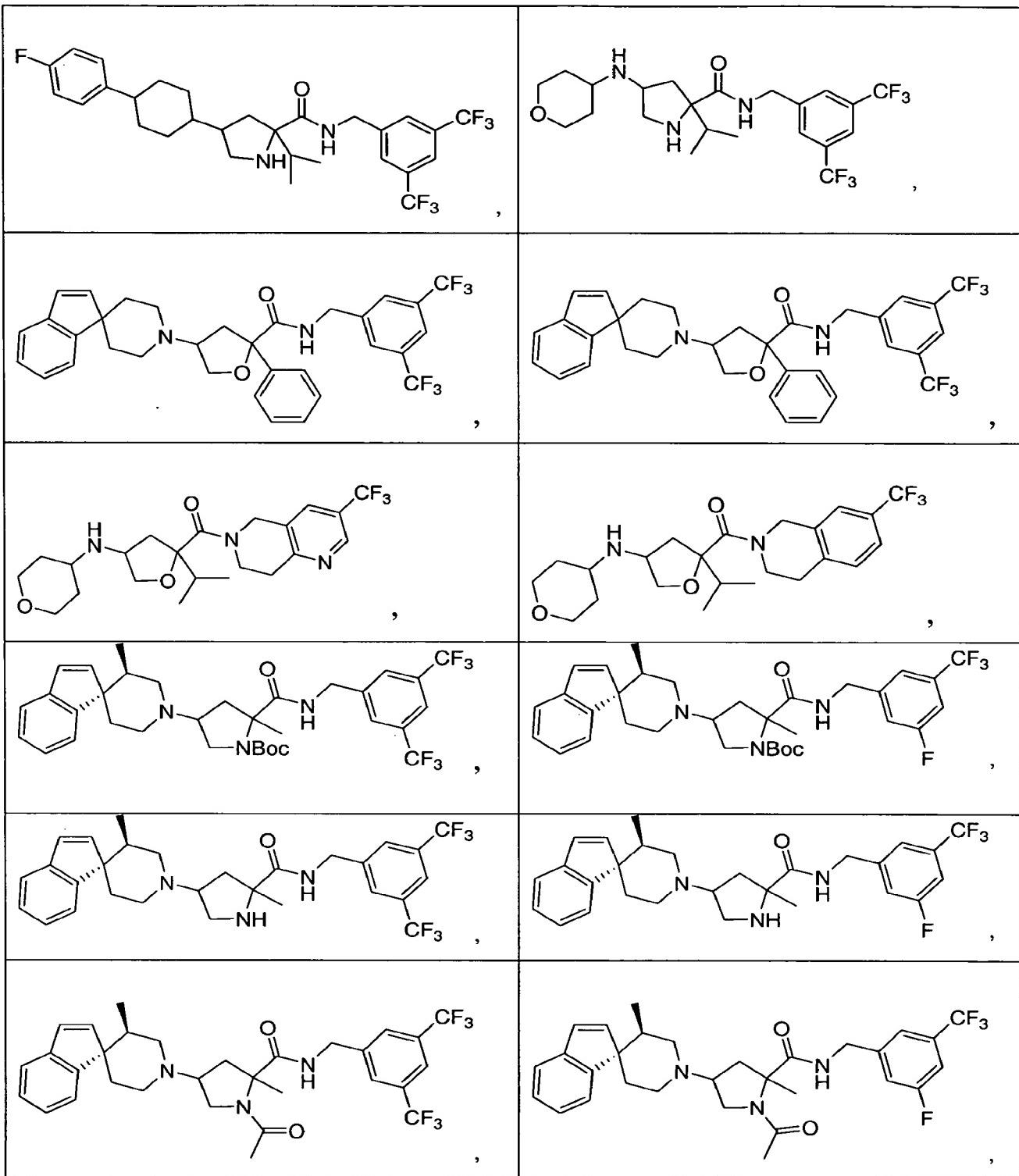
30. The compound of claim 1, wherein R²⁶ is =O.

31. The compound of claim 1, wherein R²⁶ is =O.

32. The compound of claim 2, wherein m is 0 or 1.

33. The compound of claim 2, wherein n is 1 or 2.

34. A compound selected from:



and pharmaceutically acceptable salts thereof and individual diastereomers thereof.

35. A pharmaceutical composition which comprises an inert carrier and a compound of Claim 1.

5

36. A method for modulations of chemokine receptor activity in a mammal which comprises the administration of an effective amount of a compound of Claim 1.

37. A method for treating, ameliorating, controlling or reducing the risk of an inflammatory and immunoregulatory disorder or disease which comprises the administration to a patient of an effective amount of a compound of Claim 1.

10 38. A method for treating, ameliorating, controlling or reducing the risk of rheumatoid arthritis which comprises the administration to a patient of an effective amount of a compound of Claim 1.

15 39. A pharmaceutical composition which comprises an inert carrier and a compound of Claim 2.

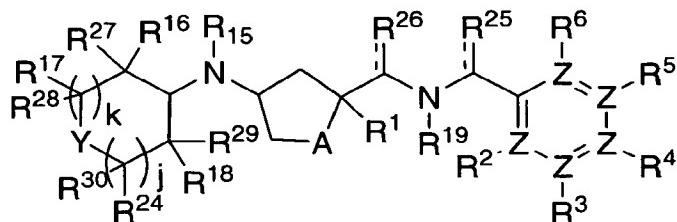
20 40. A method for modulations of chemokine receptor activity in a mammal which comprises the administration of an effective amount of a compound of Claim 2.

25 41. A method for treating, ameliorating, controlling or reducing the risk of an inflammatory and immunoregulatory disorder or disease which comprises the administration to a patient of an effective amount of a compound of Claim 2.

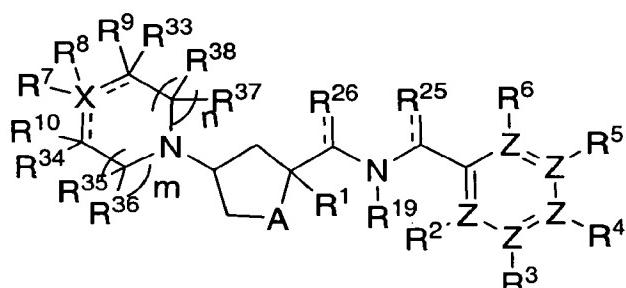
42. A method for treating, ameliorating, controlling or reducing the risk of rheumatoid arthritis which comprises the administration to a patient of an effective amount of a compound of Claim 2.

ABSTRACT OF THE DISCLOSURE

Compounds of Formula I and Formula II:



1



III

(wherein n, R1, R2, R3, R4, R5, R6, R7, R8, R9, R10, R15, R16, R17, R18, R19, R24, R25,

R26, R27, R28, R29, R30, R33, R34, R35, R36, R37, R38, A, i, k, m, n, X, Y and Z are as

15 defined herein) which are modulators of chemokine receptor activity and are useful in the prevention or treatment of certain inflammatory and immunoregulatory disorders and diseases, allergic diseases, atopic conditions including allergic rhinitis, dermatitis, conjunctivitis, and asthma, as well as autoimmune pathologies such as rheumatoid arthritis and atherosclerosis. The invention is also directed to pharmaceutical compositions comprising these compounds and the
20 use of these compounds and compositions in the prevention or treatment of such diseases in which chemokine receptors are involved.